# LETTER OF OFFER

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Letter of Offer is being sent to you as a registered Equity Shareholder of Tata Consultancy Services Limited ("**Company**") as on the Record Date (as defined hereinafter) in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time ("**Buyback Regulations**"). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Buyback, viz. JM Financial Limited, or the Registrar to the Buyback, viz. Link Intime India Private Limited. Please refer to the section on "Definitions" for the definition of the capitalized terms used herein.

## TATA CONSULTANCY SERVICES LIMITED

## Tata Consultancy Services Limited

**Corporate Identity Number (CIN):** L22210MH1995PLC084781
**Registered Office and Correspondence Address:** 9th Floor, Nirmal Building, Nariman Point, Mumbai - 400 021
**Tel:** +91 22 6778 9696, **Fax**: +91 22 6630 3672
**E-mail:** investor.relations@tcs.com#, **Website:** www.tcs.com;
**Compliance Officer:** Mr. Rajendra Moholkar, Company Secretary

**OFFER TO BUY BACK FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹1 (RUPEE ONE ONLY) EACH OF UP TO 5,33,33,333 (FIVE CRORE THIRTY-THREE LAKH THIRTY-THREE THOUSAND THREE HUNDRED AND THIRTY-THREE) EQUITY SHARES FROM THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES AS ON NOVEMBER 28, 2020 (THE "RECORD DATE"), ON A PROPORTIONATE BASIS BY WAY OF THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE BUYBACK REGULATIONS, THROUGH STOCK EXCHANGE MECHANISM AT A PRICE OF ₹3,000 (RUPEES THREE THOUSAND ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING ₹16,000 CRORE (RUPEES SIXTEEN THOUSAND CRORE ONLY) (THE "BUYBACK").**

1) The Buyback is being undertaken pursuant to Article 11 of the Articles of Association of the Company, Sections 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the relevant rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, and the Buyback Regulations. The Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, from time to time from regulatory and/or statutory 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 listed i.e. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (collectively, "**Stock Exchanges**").
2) The Buyback is within 25% of the aggregate of paid up capital and free reserves of the Company as per the audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company as on September 30, 2020 (i.e. the latest audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback, in accordance with provisions of the Act which was on October 7, 2020). The Offer Size of the Buyback constitutes 19.96% and 18.11% of the aggregate fully paid-up equity share capital and free reserves as per audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company as on September 30, 2020, respectively, which is within the prescribed limit of 25%, and represents 1.42% of the total issued and paid-up equity share capital of the Company.
3) This Letter of Offer is being sent to the Equity Shareholders/Beneficial Owners holding Equity Shares of the Company as on the Record Date ("**Eligible Shareholders**"). A copy of the Public Announcement, the Draft Letter of Offer and this Letter of Offer (including the Form of Acceptance-cum-Acknowledgement ("**Tender Form**")) is being made available on the website of SEBI at www.sebi.gov.in. A copy of Letter of Offer is also being made available on the websites of the Company, Stock Exchanges, Registrar to the Buyback and Manager to the Buyback at www.sebi.gov.in, www.tcs.com, www.bseindia.com, www.nseindia.com, www.linkintime.co.in and www.jmfl.com, respectively.
4) The procedure for tender and settlement is set out in Paragraph 20 (Procedure for Tender/Offer and Settlement) of this Letter of Offer. The Tender Form is enclosed together with this Letter of Offer.
5) For mode of payment of consideration to the Eligible Shareholders, please refer to Paragraph 20 of this Letter of Offer.
6) Eligible Shareholders are advised to read this Letter of Offer and in particular, refer to Paragraph 17 (Details of Statutory Approvals) and Paragraph 21 (Note on Taxation) of this Letter of Offer before tendering their Equity Shares in the Buyback.

| MANAGER TO THE BUYBACK | REGISTRAR TO THE BUYBACK |
|---|---|
| JM FINANCIAL<br>**JM Financial Limited**<br>7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi,<br>Mumbai – 400025, Maharashtra, India<br>Tel: +91 22 6630 3030<br>Fax: +91 22 6630 3330<br>Contact Person: Ms. Prachee Dhuri<br>E-mail: tcs.buyback2020@jmfl.com<br>Website: www.jmfl.com<br>SEBI Registration Number: INM000010361<br>Validity period: Permanent<br>Corporate Identity Number: L67120MH1986PLC038784 | LINK Intime<br>**Link Intime India Private Limited**<br>C-101, 247 Park, L.B.S. Marg,<br>Vikhroli (West), Mumbai 400 083<br>Tel: +91 22 4918 6300<br>Fax: +91 22 4918 6195<br>Contact Person: Mr. Sumeet Deshpande<br>E-mail: tcs.buyback2020@linkintime.co.in<br>Website: www.linkintime.co.in<br>SEBI Registration Number: INR000004058<br>Validity period: Permanent<br>Corporate Identity Number: U67190MH1999PTC118368 |

| BUYBACK PROGRAMME | |
|---|---|
| Buyback Opening Date | Friday, December 18, 2020 |
| Buyback Closing Date | Friday, January 1, 2021 |
| Last Date and Time for Receipt of Completed Tender Forms | Sunday, January 3, 2021, 5 p.m. (IST) |

*# 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.buyback2020@linkintime.co.in**, details of which are also included at Paragraph 27 of the Letter of Offer.*

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## 1 SCHEDULE OF ACTIVITIES

| Sr. No. | Activity | Date | Day |
|---|---|---|---|
| 1. | Date of Board Meeting approving the proposal of the Buyback | October 7, 2020 | Wednesday |
| 2. | Date of declaration of results of postal ballot for special resolution by the Equity Shareholders of the Company, approving the Buyback | November 18, 2020 | Wednesday |
| 3. | Date of Public Announcement for the Buyback | November 19, 2020 | Thursday |
| 4. | Date of publication of the Public Announcement for the Buyback | November 20, 2020 | Friday |
| 5. | Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders | November 28, 2020 | Saturday |
| 6. | Buyback Opening Date | December 18, 2020 | Friday |
| 7. | Buyback Closing Date | January 1, 2021 | Friday |
| 8. | Last date of receipt of completed Tender Forms and other specified documents including physical share certificates (if and as applicable) by the Registrar | January 3, 2021 | Sunday |
| 9. | Last date of verification of Tender Forms by the Registrar | January 11, 2021 | Monday |
| 10. | Last date of providing Acceptance/ Non-acceptance of tendered Equity Shares to the Stock Exchange by the Registrar | January 11, 2021 | Monday |
| 11. | Last date of settlement of bids on the Stock Exchanges | January 12, 2021 | Tuesday |
| 12. | Last date of dispatch of share certificate(s) by the Registrar/ return of unaccepted demat Equity Shares by Stock Exchange to Seller Member/Eligible Shareholders | January 12, 2021 | Tuesday |
| 13. | Last date of extinguishment of Equity Shares | January 19, 2021 | Tuesday |

*Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.*

## 2 DEFINITIONS OF KEY TERMS

| | |
|---|---|
| **Acceptance/Accept/ Accepted** | Acceptance of Equity Shares tendered by Eligible Shareholders in the Buyback. |
| **Acquisition Window** | The facility for acquisition of Equity Shares through mechanism provided by the Stock Exchanges in the form of a separate window in accordance with the SEBI Circulars. |
| **Act** | The Companies Act, 2013 and rules framed thereunder (including any statutory modifications or amendments thereof). |
| **Additional Equity Shares** | Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date. |
| **AOP** | Association of Persons. |
| **Articles/Articles of Association** | Articles of Association of the Company. |
| **Board Meeting** | Meeting of the Board of Directors of the Company held on October 7, 2020 approving the proposal for the Buyback. |
| **Board/Board of Directors** | Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized "Committee" thereof). |
| **BOI** | Body of Individuals. |
| **BSE** | BSE Limited. |
| **Buyback/Buyback Offer** | The buyback by the Company of its fully paid-up equity shares of face value of ₹1 (Rupee One only) each of up to 5,33,33,333 (Five crore thirty-three lakh thirty-three thousand three hundred and thirty-three) Equity Shares (representing 1.42% of the total issued and paid-up equity share capital of the Company) at a price of ₹3,000 (Rupees Three thousand only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹16,000 crore (Rupees Sixteen thousand crore only) excluding transaction costs, applicable taxes, other incidental and related expenses from the Equity Shareholders of the Company as on the Record Date, on a proportionate basis by way of the Tender Offer route as prescribed under the Buyback Regulations read with SEBI Circulars through the stock exchange mechanism. |

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| **Buyback Closing Date** | Friday, January 1, 2021. |
| **Buyback Entitlement** | The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio of Buyback applicable in the category to which such Eligible Shareholder belongs. |
| **Buyback Offer Price/Offer Price** | Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹3,000 (Rupees Three thousand only) per Equity Share, payable in cash. |
| **Buyback Offer Size/Offer Size** | Maximum number of Equity Shares proposed to be bought back (i.e. 5,33,33,333 Equity Shares) multiplied by the Buyback Offer Price (i.e. ₹3,000 per Equity Share), not exceeding ₹16,000 crore (Rupees Sixteen thousand crore only). |
| **Buyback Opening Date** | Friday, December 18, 2020. |
| **Buyback Regulations** | The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended. |
| **CDSL** | Central Depository Services (India) Limited. |
| **Clearing Corporation** | Indian Clearing Corporation Limited and National Securities Clearing Corporation Limited. |
| **Company** | Tata Consultancy Services Limited. |
| **Company's Broker** | JM Financial Services Limited. |
| **Designated Stock Exchange** | The designated stock exchange for the Buyback, being BSE. |
| **DIN** | Director Identification Number. |
| **DP** | Depository Participant. |
| **Draft Letter of Offer** | The draft letter of offer dated November 24, 2020. |
| **DTAA** | Double Taxation Avoidance Agreement. |
| **Eligible Shareholders** | Shareholders holding Equity Shares, either in physical or dematerialized form, as on the Record Date, and excludes person(s) who do not have the capacity under applicable law to tender Equity Shares. |
| **Equity Shares/Shares** | Fully paid-up equity shares of face value of ₹1 (Rupee One only) each of the Company. |
| **Equity Shareholder/ Shareholder** | Holders of Equity Shares and includes beneficial owners thereof. |
| **Escrow Account** | The Escrow Account titled "Tata Consultancy Services Ltd – Buyback 2020 – Escrow A/c " opened with the Escrow Agent in terms of Escrow Agreement. |
| **Escrow Agent** | HDFC Bank Limited. |
| **Escrow Agreement** | The escrow agreement dated December 7, 2020 entered into amongst the Company, the Manager and the Escrow Agent. |
| **FEMA** | Foreign Exchange Management Act, 1999, as amended. |
| **FII(s)** | Foreign Institutional Investors. |
| **FPI(s)** | Foreign Portfolio Investors. |
| **HUF** | Hindu Undivided Family. |
| **Income Tax Act/ ITA** | Income-tax Act, 1961 (including any statutory modifications or re-enactment thereof). |
| **Letter of Offer** | This letter of offer dated December 10, 2020 to be filed with SEBI containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer. |
| **LODR Regulations** | The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. |
| **Manager to the Buyback/ Manager** | JM Financial Limited. |
| **Management Rules** | The Companies (Management and Administration) Rules, 2014, as amended. |
| **MCA Circulars** | Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020. |
| **Non-Resident Shareholders** | Includes Non-Resident persons and bodies corporate, Non-Resident Indians (NRI), Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and erstwhile OCBs. |
| **NSDL** | National Securities Depository Limited. |
| **NSE** | National Stock Exchange of India Limited. |
| **OCBs** | Overseas Corporate Bodies. |
| **Promoters/Promoter Companies** | Tata Sons Private Limited, Tata Investment Corporation Limited, Tata Industries Limited, Tata Steel Limited, The Tata Power Company Limited, Af-Taab Investment Company Limited, Tata Capital Limited, Tata International Limited, Jamsetji Tata Trust and Navajbai Ratan Tata Trust. |

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| **Public Announcement/PA** | The public announcement made in accordance with the Buyback Regulations, dated November 19, 2020, and published on November 20, 2020 in all editions of the Financial Express, an English daily and Jansatta, Hindi national daily, and Loksatta, a regional language Marathi daily, each with wide circulation. |
| **PAN** | Permanent Account Number. |
| **RBI** | Reserve Bank of India. |
| **Record Date** | November 28, 2020 i.e. the date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders, to whom this Letter of Offer is being sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations. |
| **Redeemable Preference Shares** | Redeemable preference shares of ₹1 each. |
| **Registrar to the Buyback/ Registrar** | Link Intime India Private Limited. |
| **SEBI** | Securities and Exchange Board of India. |
| **SEBI Circulars** | SEBI circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015, read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. |
| **SEBI Relaxation Circulars** | SEBI circular bearing number SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020 and SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020. |
| **Selling Member(s)** | Stockbroker(s) of Eligible Shareholder(s), through whom the Eligible Shareholder(s) want(s) to participate in the Buyback. |
| **Share Capital Rules** | The Companies (Share Capital and Debentures) Rules, 2014, as amended. |
| **Small Shareholder** | An Eligible Shareholder, who holds Equity Shares of market value not more than ₹2,00,000 (Rupees Two lakh only) on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on the Record Date i.e. November 28, 2020 as defined in Regulation 2(1)(n) of the Buyback Regulations. |
| **Stock Exchanges** | BSE and NSE. |
| **Takeover Regulations** | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended. |
| **Tender Form** | Form of Acceptance-cum-Acknowledgement. |
| **Tender Offer** | Method of buyback as defined in Regulation 2(1)(q) of the Buyback Regulations. |
| **Tendering Period** | Period of 10 (Ten) Working Days from the Buyback Opening Date till the Buyback Closing Date (both days inclusive). |
| **TRS** | Transaction Registration Slip. |
| **Working Day** | Working day as defined under Regulation 2(1)(s) of the Buyback Regulations. |

## 3 DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in the Letter of Offer. The Manager to the Buyback, JM Financial Limited has certified that the disclosures made in the Letter of Offer are generally adequate and are in conformity with the provisions of the Act and Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, JM Financial Limited, has furnished to SEBI a due diligence certificate dated November 24, 2020 in accordance with Buyback Regulations which reads as follows:

"*We have examined various documents and materials relevant to the Buyback as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement and the Draft Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:*

- *The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback Offer;*
- *All the legal requirements connected with the said Buyback Offer including the Buyback Regulations, have been duly complied with;*
- *The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders to make a well informed decision in respect of the captioned Buyback Offer;*
- *Funds used for Buyback shall be as per the provisions of the Companies Act.*"

The filing of offer document with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoters/Board of Directors declare and confirm that no information/material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/withheld and/or incorporated in the manner that would amount to mis-statement/ mis-representation and in the event of it transpiring at any point of time that any information/material has been suppressed/ withheld and/or amounts to a mis-statement/mis-representation, the Promoters/Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Act and the Buyback Regulations.

The Promoters/Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

**Disclaimer for U.S. Persons**:

The information contained in this Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

**Disclaimer for Persons in foreign countries other than U.S.**:

This Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

**Important Notice to All Shareholders**

1) This Letter of Offer has been prepared for the purposes of compliance with the Buyback Regulations. Accordingly the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. This Letter of Offer is being dispatched to all Shareholders whose names appear on the register of members of the Company, as of the Record Date. However, receipt of this Letter of Offer by any Shareholders in a jurisdiction in which it would be illegal to make this Tender Offer, or where making this Tender Offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

2) Forward Looking Statements

   This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

   Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter alia*, regulatory changes pertaining to the industries in which the Company operates and its ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, technological changes, exposure to market risks, general economic and political conditions in India or other key markets where it operates which have an impact on its business activities or investments, the monetary and fiscal policies, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which the Company operates.

   Certain figures contained in this Letter of Offer have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

## 4 TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer has been authorised and approved by the Board of Directors at its meeting held on October 7, 2020. The text of the resolution of the Board of Directors is set out below.

"**RESOLVED THAT** pursuant to Article 11 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Share Capital and Debenture) Rules, 2014, and the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, ("Buyback Regulations"), as amended from time to time, and subject to such other approvals, permissions, sanctions and exemptions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company ("Board", which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) including the approval of the Members of the Company by way of special resolution, the Board be and hereby approves buyback of up to 5,33,33,333 (Five crore thirty three lakh thirty three thousand three hundred and thirty three) of its fully paid-up equity shares of face value of ₹1 (Rupee One) each ("Equity Shares") (representing 1.42% of the total issued and paid-up equity share capital of the Company) at a price of ₹3,000 (Rupees three thousand only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹16,000 crore (Rupees sixteen thousand crore only) (excluding transaction costs, applicable taxes and other incidental and related expenses) which is not exceeding 25% of the aggregate of the paid-up share capital and free reserves as per audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company as on September 30, 2020, to be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act, from the Members of the Company, as on the record date, on a proportionate basis, through the Tender Offer route through Stock Exchange mechanism as prescribed under the Buyback Regulations ("Buyback")."

"**RESOLVED FURTHER THAT** the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force."

"**RESOLVED FURTHER THAT** the current surplus and/or cash balances and/or cash available from internal accruals be utilized for the purpose of Buyback."

"**RESOLVED FURTHER THAT** the Company may buyback Equity Shares from all the existing Members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations."

"**RESOLVED FURTHER THAT** the Buyback of Equity Shares from non-resident Members of the Company, including Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs), Members of foreign nationality, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any."

"**RESOLVED FURTHER THAT** the Board do hereby confirm that they have made a full enquiry into the affairs and prospects of the Company and have formed an opinion that –

i. Immediately following the date of the Board Meeting and date on which the result of the Members resolution passed by way of Postal Ballot ("Postal Ballot Resolution") will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts.

ii. As regards the Company's prospects for the year immediately following the date of the Board Meeting as well as for the year immediately following the date of Postal Ballot Resolution, and having regard to Board's intention with respect to the management of the Company's business 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 Postal Ballot Resolution.

iii. In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up under the provisions of the Act/ Insolvency and Bankruptcy Code, 2016, as amended from time to time, as applicable."

"**RESOLVED FURTHER THAT** Mr. Rajendra Moholkar, Company Secretary, be and is hereby appointed as Compliance Officer under the Buyback Regulations for the implementation of the Buyback."

"**RESOLVED FURTHER THAT** the Board hereby confirms that:

i. The Company shall not issue any equity shares or other securities (including by way of bonus) till the date of expiry of the Buyback period;

ii. The Company shall not raise further capital for a period of one year or six months, as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith, from the expiry of the Buyback period, except in discharge of subsisting obligations;

iii. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or the public announcement of the offer to Buyback is made;

iv. The Company shall not buyback locked-in equity shares and non-transferable shares till the pendency of the lock-in or till the shares or other specified securities become transferable;

v. 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 disclosed in its subsequent audited financial statements;

vi. All the equity shares of the Company are fully paid-up;

vii. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date;

viii. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback based on both audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company;

ix. The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.

x. The Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

xi. There are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;

xii. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;

xiii. That funds borrowed from Banks and Financial Institutions will not be used for the Buyback;

xiv. The aggregate amount of the Buyback i.e. ₹16000,00,00,000 (Rupees Sixteen thousand crore only) does not exceed 25% of the total paid-up capital and free reserves as per audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company as on September 30, 2020;

xv. The maximum number of equity shares proposed to be purchased under the Buyback (up to 5,33,33,333 equity shares), does not exceed 25% of the total number of equity shares in the paid-up equity share capital as per the audited standalone balance sheet as on September 30, 2020;

xvi. The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buy-back, if any."

"**RESOLVED FURTHER THAT** the Board do hereby authorize Mr. Rajesh Gopinathan, Chief Executive Officer and Managing Director, Mr. N. Ganapathy Subramaniam, Chief Operating Officer and Executive Director, Mr. Ramakrishnan V., Chief Financial Officer, Mr. Rajendra Moholkar, Company Secretary, Mr. Samir Seksaria Head – Business Finance, Mr. G.S. Lakshminarayanan, Head-Financial Reporting and Employee Services and Ms. Renu Narvekar, Global Head - Taxation, severally, to exercise the following powers:-

i. To seek all regulatory approvals, if any, including of the Securities and Exchange Board of India ("SEBI") and RBI for implementing the Buyback.

ii. To decide the specified date /record date for the purpose of Buyback.

iii. To appoint, authorize, enter into agreements with and issue necessary instructions to Merchant Bankers, Registrar, Custodians, advertising agencies, escrow agents, brokers, depository participants and all other intermediaries, advisors, consultants etc. as may be required, desired or considered expedient for the implementation of the Buyback.

iv. To open, operate and close one or more bank accounts including escrow accounts required, if any, and to enter into escrow and other agreements with and to give instructions to the bankers in connection therewith, and provide bank guarantee(s) as may be required on such terms as deemed fit and to decide authorized signatories to such bank accounts including escrow accounts.

v. To open, operate and close one or more depository account/ trading account/buyer broker account and to open, operate and close special trading window account with both BSE Limited and National Stock Exchange of India Limited and to decide the authorized signatories for depository account/trading account/buyer broker account/special trading window account.

vi. To authorize bankers to act upon the instructions of the Merchant Banker as required under the Buyback Regulations.

vii. To adopt text of and to make Public Announcement, Draft Letter of Offer, Letter of Offer and all offer documents with respect to the Buyback ("Buyback Offer Documents") and any revision thereto.

viii. To file copies of the Buyback Offer Documents and any revision thereto with SEBI, the stock exchanges and other appropriate authorities.

ix. To decide on opening date for commencing of offer for Buyback and closing date thereof.

x. To decide the 'designated stock exchange' for the Buyback.

xi. To decide on the time-table from the opening of the offer till the extinguishment of the shares.

xii. To carry out management discussion and analysis on the likely impact of the Buy Back on the Company's earnings, public holdings, holdings of NRIs/FIIs, etc., promoters' holdings and change in management structure.

xiii. To issue, furnish and make disclosures, certificates, returns, confirmations etc. as may be required under the Act, Buyback Regulations or other applicable law and to file such documents with the relevant persons as may be required under the Act, Buyback Regulations or other applicable law.

xiv. To deal with stock exchanges (including their clearing corporations) where the equity shares of the Company are listed, and to sign, execute and deliver such documents as may be necessary or desirable in connection with implementation of the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force.

xv. To make and file 'Compliance Certificate' as required under the Buyback Regulations.

xvi. To establish Investor Service Centre/s.

xvii. To adopt text of and publish the relevant Buyback Offer Documents before and after Buyback.

xviii. To verify offer/acceptances received.

xix. To finalize basis of acceptance.

xx. To pay to the shareholders consideration for shares bought back pursuant to the Buyback.

xxi. To issue rejection letters, if any.

xxii. To extinguish shares bought back within the time limit specified under the Buyback Regulations and to destroy share certificates upon the completion of the Buy Back.

xxiii. To file 'Return of Buyback' with Registrar and other statutory authorities.

xxiv. To maintain 'Register of Securities bought back'.

xxv. To take appropriate action for the removal of difficulties if any and to decide on all matters in connection with or incidental to, the implementation of the Buyback.

xxvi. To authorize the merchant bankers, Registrar or other agencies appointed for the purpose of buyback to carry out any of the above activities.

xxvii. To do all such acts, matters and things incidental or necessary in connection with the Buyback and sign and deliver such documents as may be necessary, desirable or expedient."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Section 68 read with Section 110 of the Act and other applicable provisions, if any, of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 , as amended from time to time, read with the Ministry of Corporate Affairs ("MCA") Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020 and No. 33/2020 dated September 28, 2020 (hereinafter collectively referred to as "MCA Circulars") , approval of the shareholders by a special resolution through postal ballot only through voting by electronic means be sought and that the draft notice of Postal Ballot as circulated to the Board be and is hereby approved and that the same be sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in compliance with the aforesaid MCA Circulars."

"**RESOLVED FURTHER THAT** Mr. N. Chandrasekaran, Chairman, Mr. Rajesh Gopinathan, Chief Executive Officer and Managing Director, Mr. N. Ganapathy Subramaniam, Chief Operating Officer and Executive Director, Mr. Ramakrishnan V., Chief Financial Officer, and Mr. Rajendra Moholkar, Company Secretary be and are hereby severally authorized to (i) finalise, sign and issue the notice for postal ballot, the accompanying explanatory statement (ii) appoint an agency for providing the electronic platform for e-voting on suitable terms (iii) carry out all incidental activities in connection with obtaining approval of the shareholders by a special resolution and (iv) do all such acts, deeds and things as may be necessary to give effect to this resolution and in connection with the Buyback."

"**RESOLVED FURTHER THAT** the draft of the Declaration of Solvency in the prescribed form, placed before the meeting be and is hereby approved and that Mr. Rajesh Gopinathan, Chief Executive Officer and Managing Director and any one of the Directors be and are hereby authorized jointly to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies and SEBI."

## 5 DETAILS OF THE PUBLIC ANNOUNCEMENT

**5.1** In accordance with Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated November 19, 2020, which was published in the following newspapers on November 20, 2020:

| Sr. No. | Name of the Newspaper | Language | Edition |
|---|---|---|---|
| 1. | Financial Express | English | All editions |
| 2. | Jansatta | Hindi | All editions |
| 3. | Loksatta | Marathi | All editions |

**5.2** The Public Announcement was issued within 2 (two) Working Days from the date of passing the special resolution by the Equity Shareholders approving the Buyback through postal ballot, the results of which were declared on November 18, 2020.

**5.3** The Company will publish further notices or corrigenda, if any, in the abovementioned newspapers.

**5.4** A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in and also on the website of the Company at www.tcs.com.

## 6 DETAILS OF THE BUYBACK

6.1 The Buyback has been authorized by a resolution of the Board of Directors on October 7, 2020. The Board had sought approval of the shareholders of the Company for Buyback, by way of a special resolution, through notice of postal ballot dated October 7, 2020 ("**Postal Ballot Notice**"), the results of which were announced on November 18, 2020. The shareholders of the Company have approved the Buyback by special resolution through postal ballot process. The details of the Buyback are set out below:

| Name of the Company | Tata Consultancy Services Limited |
|---|---|
| Maximum number of Equity Shares proposed to be bought back pursuant to the Buyback. | The Company proposes to buyback up to 5,33,33,333 (Five crore thirty-three lakh thirty-three thousand three hundred and thirty-three) Equity Shares of face value of ₹1 (Rupee One only) each of the Company. |
| Number of Equity Shares proposed to be bought back pursuant to the Buyback as a percentage of the existing paid-up equity share capital of the Company. | The Equity Shares to be bought back pursuant to the Buyback represents 1.42% of the total issued and paid-up equity share capital. |
| Buyback Offer Price. | The Equity Shares of the Company are proposed to be bought back at a price of ₹3,000 (Rupees Three thousand only) per share. |
| Applicable regulations of SEBI and provisions of the Act, in accordance with which the Buyback is made. | The Buyback is being undertaken in terms of Chapter III of the Buyback Regulations through tender offer route and in accordance with other applicable provisions of the Buyback Regulations, the SEBI Circulars, MCA Circulars, LODR Regulations and Sections 68, 69, 70, and other applicable provisions, if any, of the Act, and the relevant rules framed thereunder, including the Share Capital Rules and the Management Rules, to the extent applicable. |
| Methodology for the Buyback. | The Buyback is on a proportionate basis through the "Tender Offer" route, as prescribed under the Buyback Regulations and in accordance with the "Mechanism for acquisition of shares through Stock Exchanges" as prescribed under the SEBI Circulars.<br><br>In this regard, the Company will request the Stock Exchanges to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE is the Designated Stock Exchange. |
| Maximum amount to be expensed towards the Buyback and its percentage with respect to the total paid-up equity share capital and free reserves and percentage with respect to total issued and paid-up equity share capital of the Company. | The maximum amount required for Buyback will not exceed ₹16,000 crore (Rupees Sixteen thousand crore only) excluding transaction costs, applicable taxes, other incidental and related expenses. The said amount works out to 19.96% and 18.11% of aggregate of fully paid-up equity share capital and free reserves as per audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company, as on September 30, 2020, respectively, which is within the prescribed limit of 25% under the Act and represents 1.42% of the total issued and paid-up equity share capital of the Company, as on September 30, 2020. |
| Shareholding of the Promoters/Promoter Companies and its percentage with respect to the total paid-up equity share capital of the Company. | Please refer to Paragraph 13 (Capital Structure and Shareholding Pattern) of this Letter of Offer, for details of the shareholding of the Promoters/Promoter Companies and its percentage with respect to the total paid-up equity share capital of the Company. |

| | |
|---|---|
| Intention of the Promoters/ Promoter Companies to participate in the Buyback. | In terms of the Buyback Regulations, under the "Tender Offer" route, Promoters/Promoter Companies have the option of participating in a buyback.<br><br>Accordingly, in the present Buyback, the below Promoters/Promoter Companies have expressed their intention to participate in the Buyback and may tender up to an aggregate maximum of 3,84,25,146 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations:<br><br>**Sr. No.** / **Name** / **Maximum Number of Equity Shares Intended to Tender**<br>1. / Tata Sons Private Limited / 3,84,10,432<br>2. / Tata Investment Corporation Limited / 14,714<br>**Total** / **3,84,25,146**<br><br>For further details, please refer Paragraph 9 of this Letter of Offer. |
| Promoters' shareholding after the completion of the Buyback. | Please refer to the Paragraph 13 (Capital Structure and Shareholding Pattern) of this Letter of Offer, for details of the shareholding of the Promoters following completion of the Buyback. |

6.2 The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the LODR Regulations.

## 7 AUTHORITY FOR THE BUYBACK

7.1 This Buyback is pursuant to Article 11 of the Articles of Association of the Company, Sections 68, 69, 70 and other applicable provisions, if any, of the Act, the relevant rules framed thereunder, including the Share Capital Rules, the Management Rules, LODR Regulations, to the extent applicable and the Buyback Regulations.

7.2 This Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from regulatory and/or statutory authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchanges.

7.3 This Buyback has been duly authorised by a resolution of the Board of Directors dated October 7, 2020. Further, the Buyback has been authorised by the Equity Shareholders by a special resolution through postal ballot only by voting through electronic means ("remote e-voting") in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Management Rules read with the MCA Circulars, the results of which were announced on November 18, 2020.

## 8 NECESSITY/OBJECTIVE OF THE BUYBACK

The current Buyback is in line with the Company's shareholder-friendly capital allocation practice of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity.

## 9 MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

9.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability or earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming full response to the Buyback, the funds deployed by the Company towards the Buyback would not exceed ₹16,000 crore (Rupees Sixteen thousand crore only), excluding transaction costs, applicable taxes, other incidental and related expenses.

9.2 In terms of the Buyback Regulations, under the tender offer route, the Promoters/Promoter Companies have an option to participate in the buyback. In this regard, the below Promoters/Promoter Companies have expressed their intention to participate in the Buyback and may tender up to an aggregate maximum of 3,84,25,146 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations:

| Sr. No. | Name | Number of Equity Shares Held | Maximum Number of Shares Intended to Tender |
|---|---|---|---|
| 1 | Tata Sons Private Limited | 270,24,50,947 | 3,84,10,432 |
| 2 | Tata Investment Corporation Limited | 10,36,269 | 14,714 |
| | **Total** | **270,34,87,216** | **3,84,25,146** |

9.3 The date and price of the acquisition and other details of the Equity Shares held by the Promoters/Promoter Companies who are intending to tender their shares are as follows:

| Date of Transaction | Nature of Transaction | Number of Equity Shares | Price (₹ per Share) | Face Value (₹) |
|---|---|---|---|---|
| **Tata Sons Private 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 5, 2004 | Bonus | 8,19,90,005 | 0 | 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 |
| August 9, 2006 | Bonus | 38,92,42,225 | 0 | 1 |
| September 27, 2006 to September 29, 2008 | Sale | 5,67,82,251 | 891.19 | 1 |
| June 18, 2009 | Bonus | 72,17,02,199 | 0 | 1 |
| October 21, 2011 | Purchase | 47,300 | 1,058.77 | 1 |
| June 6, 2017 | Tendered in Buyback Offer | 3,60,63,787 | 2,850.00 | 1 |
| March 13, 2018 | Sale | 3,12,69,000 | 2,856.58 | 1 |
| June 3, 2018 | Bonus | 137,61,18,911 | 0 | 1 |
| September 25, 2018 | Tendered in Buyback Offer | 4,97,86,875 | 2,100.00 | 1 |
| | **Total** | **270,24,50,947** | | |
| **Tata Investment Corporation Limited** | | | | |
| August 9, 2006 | Bonus | 25,226 | 0 | 1 |
| September 10, 2007 | Purchase | 90,000 | 1,064.25 | 1 |
| December 18, 2007 | Purchase | 1,00,000 | 1,015.69 | 1 |
| September 29, 2008 | Purchase | 40,000 | 676.64 | 1 |
| June 18, 2009 | Bonus | 2,55,226 | 0 | 1 |
| May 30, 2011 | Purchase | 5,000 | 1,156.61 | 1 |
| June 20, 2011 | Purchase | 10,000 | 1,082.80 | 1 |
| August 5, 2011 | Purchase | 5,000 | 1,052.44 | 1 |
| August 5, 2011 | Purchase | 5,000 | 1,051.54 | 1 |
| August 5, 2011 | Purchase | 5,000 | 1,058.52 | 1 |
| August 5, 2011 | Purchase | 5,000 | 1,051.78 | 1 |
| April 1, 2012 | Purchase | 45,000 | 1,101.33 | 1 |
| September 21, 2016 | Sale | 40,452 | 2,401.30 | 1 |
| June 6, 2017 | Tendered in Buyback Offer | 22,890 | 2,850.00 | 1 |
| June 3, 2018 | Bonus | 5,27,110 | 0 | 1 |
| September 25, 2018 | Tendered in Buyback Offer | 17,951 | 2,100.00 | 1 |
| | **Total** | **10,36,269** | | |

9.4 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their entitlement, the aggregate shareholding of the Promoters/Promoter Companies after the completion of the Buyback shall increase to 72.20% of the post-Buyback total paid-up equity share capital of the Company from 72.05% of the pre-Buyback total paid-up equity share capital of the Company, and the aggregate public shareholding of the Company shall decrease to 27.80% of the post-Buyback total paid-up equity share capital of the Company from 27.95% of the pre-Buyback total paid-up equity share capital of the Company.

9.5 The Buyback shall not result in a change in control or otherwise affect the existing management structure of the Company.

9.6 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change.

9.7 The debt-equity ratio after the completion of the Buyback will be within the permissible limit of 2:1 prescribed by the Act and the Buyback Regulations, based on both audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company, even if the response to the Buyback is to the extent of 100% (full acceptance).

9.8 The Company believes that the Buyback will not impact the growth opportunities of the Company.

9.9 The Company shall not raise further capital for a period of one year or six months, as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith, from the expiry of the Buyback period, except in discharge of subsisting obligations.

9.10 The Company shall not issue new shares or other specified securities including by way of a bonus issue till the expiry of the Buyback period.

9.11 The Promoters/Promoter Companies and their associates shall not deal in the Equity Shares of the Company, including any *inter se* transfer of shares amongst the Promoters/Promoter Companies for the period between the date of passing of the special resolution and the date of the closure of the Buyback in accordance with the Buyback Regulations.

9.12 Salient financial parameters pursuant to the Buyback based on the audited standalone financial statements of the Company are set out below:

| Parameter | As at and for the period ended September 30, 2020 | |
|---|---|---|
| | Pre-Buyback | Post-Buyback |
| Net worth (₹ in lakh) [a] | 84,22,100 | 68,22,100 |
| Return on net worth [b] | 34.97% | 43.17% |
| Earnings Per Equity Share (₹) [c] | 36.09 | 36.61 |
| Book Value Per Equity Share (₹) [d] | 224.45 | 184.43 |
| Price/Earnings ratio [e] | 69.06 | 68.08 |
| Total debt equity ratio [f] | - | - |

**Notes:**

Pre and post Buyback calculations are based on audited standalone financials of the Company as on September 30, 2020. The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance) without factoring in any impact on the profit & loss account. Net worth used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.

a. *For the above purpose, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited standalone balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*

b. *Return on net worth is computed as profit after tax for the relevant period divided by closing net worth for period. Return on net worth for period ending September 30, 2020 is computed as profit after tax for the last 12 months ending September 30, 2020 divided by closing net worth as on September 30, 2020. Net worth used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.*

c. *Earnings per share calculated as profit after tax for the relevant period divided by total number of shares pre-Buyback and total number of shares post-Buyback.*

d. *Book value per Equity Share at the end of relevant period is calculated as pre-Buyback net worth divided by total number of shares pre-Buyback and post-Buyback net worth divided by total number of shares post-Buyback. Book value used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.*

e. *Price/Earnings ratio for period ending September 30, 2020 is calculated as closing market price of the Equity Shares on NSE as on September 30, 2020 divided by Earnings per equity share for the period ending as on September 30, 2020 on pre and post Buyback basis.*

f. *Total debt/equity ratio is calculated as total debt divided by net worth. Net worth used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.*

The debt to equity ratio of the Company as on September 30, 2020 on a consolidated basis is as follows:

| Parameter | Pre-Buyback | Post-Buyback |
|---|---|---|
| Total debt equity ratio [(1)] | - | - |

[(1)] *Debt comprises of long-term borrowings, short term borrowings and current maturities of finance lease.*

## 10 BASIS OF CALCULATING THE OFFER PRICE

10.1 The Equity Shares of the Company are proposed to be bought back at the Offer Price, i.e. a price of ₹3,000 (Rupees Three thousand only) per share. 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 Stock Exchanges 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 share.

10.2 The Offer Price represents:

10.2.1 Premium of 29.89% and 29.27% to the volume weighted average market price of the Equity Share on BSE and on NSE, respectively, during the three months preceding October 4, 2020, being the date of intimation to the Stock Exchanges of the date of the Board Meeting to consider the proposal of the Buyback ("**Intimation Date**"), and

10.2.2 Premium of 18.92% and 18.88% over the closing price of the Equity Share on BSE and NSE, respectively, as on Thursday, October 1, 2020, being the last trading date prior to the Intimation Date.

10.3 The audited financial statements of the Company, for the period and year ended September 30, 2020 and March 31, 2020 were announced by the Company on October 7, 2020 and April 16, 2020, respectively. The impact on financial parameters such as the book value per Equity Share, return on net worth and the possible impact of Buyback on the earnings per share ("**EPS**") are based on the audited financials for the period ended September 30, 2020.

10.3.1 The Buyback Price is higher by 1,236.62% over the book value per Equity Share as on September 30, 2020 of the Company on standalone basis, which was ₹224.45 per Equity Share. Book value used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.

10.3.2 The basic EPS of the Company prior to the Buyback, both for the period/year ended September 30, 2020 was ₹36.09 per Equity Share on standalone basis. Assuming full acceptance under the Buyback, the EPS of the Company for the period ended September 30, 2020 will be ₹36.61 per Equity Share post the Buyback, on standalone basis. The post Buyback numbers are calculated by reducing the net worth at the end of respective period by the proposed Buyback amount (assuming full acceptance) without factoring in any impact on the profit and loss account.

10.3.3 The return on net worth of the Company on standalone basis was 34.97% as on September 30, 2020, which will increase to 43.17% respectively post-Buyback assuming full acceptance of the Buyback. The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance) without factoring in any impact on the profit and loss account. Return on net worth for the period ended September 30, 2020 is computed as profit after tax for the last 12 months ending September 30, 2020 divided by closing net worth as at September 30, 2020. Net worth used excludes revaluation reserves and miscellaneous expenditure to the extent not written off.

10.4 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 based on both audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company.

## 11 SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of 5,33,33,333 (Five crore thirty-three lakh thirty-three thousand three hundred and thirty-three) Equity Shares at a price of ₹3,000 (Rupees Three thousand only) per Equity Share would not exceed ₹16,000 crore (Rupees Sixteen thousand crore only) excluding transaction costs, applicable taxes, other incidental and related expense.

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

11.3 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 statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

## 12 DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, an escrow agreement ("**Escrow Agreement**") has been entered into amongst the Company, the Manager and the Escrow Agent on December 7, 2020.

12.2 In accordance with the Buyback Regulations and pursuant to the Escrow Agreement, the Company has opened an Escrow Account in the name and style "Tata Consultancy Services Ltd – Buyback 2020 – Escrow A/c" bearing account number 57500000592745 with the Escrow Agent, namely, HDFC Bank Limited having its office at Lodha I Think Techno Campus, O-3 Level, Kanjurmarg (East), Mumbai - 400042. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company proposes to deposit the applicable amount in the Escrow Account and will make a deposit of acceptable securities with appropriate margin with the Manager before the Buyback Opening Date.

In accordance with the Buyback Regulations, the Manager to the Buyback will be empowered to operate such Escrow Account and realise the value of government securities by sale or otherwise and if there is any deficit on realisation of the value of the securities, the Manager shall be liable to make good any such deficit.

12.3 B S R & Co. LLP (Partner's Name: Rajiv Shah; Membership Number: 112878; Firm Registration Number 101248W/W-100022), Chartered Accountants, having its office at 14th Floor, Central Wing, Tower 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai – 400 063 (Tel: +91 22 6257 1000; Fax: +91 22 6257 1010), has certified *vide* its

certificate dated November 19, 2020 that the Company has adequate funds for the purposes of the Buyback of 5,33,33,333 (Five crore thirty-three lakh thirty-three thousand three hundred and thirty-three) Equity Shares at ₹3,000 (Rupees Three thousand only) each.

12.4 Based on the aforementioned certificate, the Manager to the Buyback confirms that they are satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

## 13 CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company is set out below.

| | Particulars | Aggregate value at face value of ₹1 each (in ₹) |
|---|---|---|
| **A** | **AUTHORISED SHARE CAPITAL** | |
| | 460,05,00,000 Equity Shares | 460,05,00,000 |
| | 105,02,50,000 Redeemable Preference Shares | 105,02,50,000 |
| | **Total** | **565,07,50,000** |
| **B** | **ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE BUYBACK** | |
| | 375,23,84,706 Equity Shares | 375,23,84,706 |

13.2 Details of buyback programmes undertaken by the Company in the last 3 (three) years are given below:

| Sr. No. | Opening Date | Closing Date | Method of Buyback | Equity Shares Bought Back |
|---|---|---|---|---|
| 1 | May 18, 2017 | May 31, 2017 | Tender Offer | 5,61,40,350 |
| 2 | September 6, 2018 | September 21, 2018 | Tender Offer | 7,61,90,476 |

The Company undertook the previous buyback in 2018, for which the date of expiry of the buyback period, i.e. the date of payment of consideration to the shareholders, was September 25, 2018. Accordingly, the Company is in compliance with section 68(2)(g) of the Companies Act, 2013 and Regulation 4(vii) of the Buyback Regulations for the Buyback.

13.3 The Company confirms that there are no partly paid-up Equity Shares or calls in arrears.

13.4 The Company confirms that it shall not issue, including through a bonus issue, Equity Shares or any other specified securities, until the expiry of Buyback period in accordance with Regulation 24(i)(b) of the Buyback Regulations.

13.5 The Company does not have any convertible securities.

13.6 Assuming full acceptance in the Buyback, the issued, subscribed and paid-up equity share capital of the Company after the completion of the Buyback Offer would be as set out below:

| | Particulars | Aggregate value at face value of ₹1 each (in ₹) |
|---|---|---|
| **A** | **AUTHORISED SHARE CAPITAL** | |
| | 460,05,00,000 Equity Shares | 460,05,00,000 |
| | 105,02,50,000 Redeemable Preference Shares | 105,02,50,000 |
| | **Total** | **565,07,50,000** |
| **B** | **ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE BUYBACK** | |
| | 369,90,51,373 Equity Shares* | 369,90,51,373 |

**Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement.*

13.7 There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Act.

The shareholding pattern of the Company (i) pre-Buyback as on the Record Date; and (ii) after the completion of the Buyback is set out below:

| Category | Pre-Buyback | | Post-Buyback# | |
|---|---|---|---|---|
| | Number of Equity Shares | % of Shareholding | Number of Equity Shares | % of Shareholding |
| Promoters/ Promoter Companies | 270,35,42,000 | 72.05 | 267,07,10,100* | 72.20* |
| Foreign Investors (including Non Resident Indians/FIIs/FPIs/Foreign Nationals/OCBs) | 59,98,60,319 | 15.99 | 102,83,41,273 | 27.80 |
| Financial Institutions/Banks/NBFCs and Mutual Funds/Insurance Companies | 29,39,12,165 | 7.83 | | |
| Others (Public, Bodies Corporate, Clearing Members, Trust, and HUF) | 15,50,70,222 | 4.13 | | |
| **Total** | **375,23,84,706** | **100.00** | **369,90,51,373** | **100.00** |

*# Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement.*

** Assuming full acceptance of Equity Shares in the Buyback as per the Buyback Entitlement from those Promoters/ Promoter Companies, who have expressed their intention to participate.*

13.8 The aggregate shareholding of (i) the Promoters/Promoter Companies; (ii) Directors of the Promoters/Promoter Companies; and (iii) the Directors and Key Managerial Personnel of the Company as on date of the Public Announcement, i.e. November 19, 2020:

13.8.1 Aggregate shareholding of the Promoters/Promoter Companies as on November 19, 2020:

| Sr. No. | Name | Number of Equity Shares Held | % Shareholding |
|---|---|---|---|
| 1 | Tata Sons Private Limited | 270,24,50,947 | 72.02 |
| 2 | Tata Investment Corporation Limited | 10,36,269 | 0.03 |
| 3 | Tata Steel Limited | 46,798 | 0.00 |
| 4 | Tata Industries Limited | 7,220 | 0.00 |
| 5 | The Tata Power Company Limited | 766 | 0.00 |
| | **Total** | **270,35,42,000** | **72.05** |

In addition to the above, other Promoter Companies i.e. Af-Taab Investment Company Limited, Tata Capital Limited, Tata International Limited, Jamsetji Tata Trust and Navajbai Ratan Tata Trust, do not hold any Equity Shares of the Company as on November 19, 2020. Further, they have not purchased or sold any Equity Shares of the Company during the period of 12 (twelve) months preceding the date of the Public Announcement i.e. November 19, 2020.

13.8.2 Aggregate shareholding of the Directors of Promoters/Promoter Companies as on November 19, 2020:

| Sr. No. | Name | Number of Equity Shares Held | % Shareholding |
|---|---|---|---|
| | **Tata Sons Private Limited** | | |
| 1 | Mr. N. Chandrasekaran | 1,77,056 | 0.00 |
| 2 | Mrs. Farida Khambata | 6,000 | 0.00 |
| 3 | Mr. Harish Manwani* | 4,000 | 0.00 |
| 4 | Mr. Bhaskar Bhat | 160 | 0.00 |
| | **Tata Investment Corporation Limited** | | |
| 1 | Mr. Noel N. Tata* | 22,49,084 | 0.06 |
| 2 | Mr. Farokh N. Subedar* | 10,306 | 0.00 |
| 3 | Mr. Amit N. Dalal* | 4,094 | 0.00 |
| 4 | Mr. Abhijit Sen | 1,130 | 0.00 |
| 5 | Mr. Venkatadri Chandrasekaran* | 220 | 0.00 |
| | **Tata Steel Limited** | | |
| 1 | Mr. N. Chandrasekaran | 1,77,056 | 0.00 |
| 2 | Mr. Narendran T. V.* | 272 | 0.00 |
| 3 | Mr. Deepak Kapoor | 66 | 0.00 |
| | **Tata Industries Limited** | | |
| 1 | Mr. Farokh N. Subedar* | 10,306 | 0.00 |
| 2 | Ms. Aarthi Subramanian | 5,600 | 0.00 |
| | **The Tata Power Company Limited** | | |
| 1 | Mr. N. Chandrasekaran | 1,77,056 | 0.00 |
| | **Af-Taab Investments Limited** | | |
| 1 | Mr. Gautam Attravanam | 20 | 0.00 |
| | **Tata Capital Limited** | | |
| 1 | Mr. Farokh N. Subedar* | 10,306 | 0.00 |
| 2 | Ms. Aarthi Subramanian | 5,600 | 0.00 |
| 3 | Mr. Nalin M. Shah* | 1,200 | 0.00 |
| 4 | Mr. Rajiv Sabharwal | 1,200 | 0.00 |
| 5 | Ms. Varsha Purandare* | 222 | 0.00 |
| | **Tata International Limited** | | |
| 1 | Mr. Noel N. Tata* | 22,49,084 | 0.06 |
| 2 | Mr. Anand Sen* | 323 | 0.00 |
| 3 | Ms. S. S. Kudtarkar* | 76 | 0.00 |

| Sr. No. | Name | Number of Equity Shares Held | % Shareholding |
|---|---|---|---|
| | **Jamsetji Tata Trust** | | |
| 1 | Mr. Ratan N. Tata | 30,46,512 | 0.08 |
| 2 | Mr. R.K. Krishna Kumar | 50 | 0.00 |
| | **Navajbai Ratan Tata Trust** | | |
| 1 | Mr. Ratan N. Tata | 30,46,512 | 0.08 |
| 2 | Mr. Jehangir N. Mistry* | 1,020 | 0.00 |

**includes shares held jointly with relative*

13.8.3 Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on November 19, 2020:

| 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 | 2,760 | 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. Keki Mistry* | Independent Director | 4,150 | 0.00 |
| 6. | Mr. Ramakrishnan V.* | Chief Financial Officer | 2,000 | 0.00 |
| 7. | Mr. Rajendra Moholkar* | Company Secretary | 364 | 0.00 |

**includes shares held jointly with relative*

13.9 Aggregate Equity Shares purchased or sold by (i) Promoters/Promoter Companies; (ii) Directors of the Promoters/ Promoter Companies; and (iii) Directors & Key Managerial Personnel of the Company during a period of 12 (twelve) months preceding the date of the Public Announcement i.e. November 19, 2020:

13.9.1 Aggregate of Equity Shares purchased or sold by the Promoters/ Promoter Companies: NIL

13.9.2 Aggregate Equity Shares purchased or sold by the Directors of the Promoter/ 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 |
|---|---|---|---|---|---|---|
| Mr. Abhijit Sen<br>*Tata Investment Corporation Limited* | 1,130 | Purchase | 2,762.24 | October 15, 2020 | 1,877.04 | May 15, 2020 |
| Mr. Amit N. Dalal*<br>*Tata Investment Corporation Limited* | 1,900 | Sale | 2,213.00 | February 20, 2020 | 2,213.00 | February 20, 2020 |
| Mr. Amit N. Dalal*<br>*Tata Investment Corporation Limited* | 1,900 | Purchase | 1,970.71 | March 13, 2020 | 1,970.71 | March 13, 2020 |
| Mr. Deepak Kapoor<br>*Tata Steel Limited* | 66 | Purchase | 1,942.63 | May 26, 2020 | 1,942.63 | May 26, 2020 |
| Mr. Deepak Kapoor<br>*Tata Steel Limited* | 225 | Sale | 2,247.36 | August 28, 2020 | 2,247.36 | August 28, 2020 |
| Mr. Nalin M. Shah*<br>*Tata Capital Limited* | 200 | Purchase | 1,629.51 | March 23, 2020 | 1,629.51 | March 23, 2020 |
| Mr. Rajiv Sabharwal<br>*Tata Capital Limited* | 280 | Purchase | 1,781.00 | March 26, 2020 | 1,781.00 | March 26, 2020 |
| Mr. Anand Sen*<br>*Tata International Limited* | 323 | Purchase | 2,300.00 | August 13, 2020 | 2,233.10 | August 14, 2020 |
| Mr. R.K. Krishna Kumar<br>*Jamsetji Tata Trust* | 13,449 | Transfer (Gift) | N.A. | January 31, 2020 | N.A. | January 31, 2020 |

**includes shares held jointly with relative*

13.9.3 Aggregate Equity Shares purchased or sold by the Directors and Key Managerial Personnel of the Company: NIL

**14 BRIEF INFORMATION OF THE COMPANY**

14.1 In 1968, Tata Consultancy Services ("**TCS Division**"), was established as an unincorporated division of Tata Sons Private Limited *(formerly known as Tata Sons Limited)* to provide management and technology consultancy services. RR Donnelley (India) Private Limited was incorporated on January 19, 1995. The word 'Private' was deleted on April 5, 1995. Subsequently, on March 19, 2001, the name of RR Donnelley (India) Limited was changed to Orchid Print India Limited. Thereafter, on December 17, 2002, Orchid Print India Limited was renamed as Tata Consultancy Services Limited. Pursuant to the Scheme as sanctioned by the High Court of Judicature at Bombay on May 9, 2003 and April 7, 2004, Tata Sons transferred the unincorporated TCS Division to Tata Consultancy Services Limited as a going concern. The equity shares of the Company were listed on the BSE (Code: 532540) and NSE (Code: TCS) on August 25, 2004.

14.2 The Promoters/Promoter Companies currently hold 72.05% of the total Equity Share capital of the Company. The Company is an information technology (IT) services, consulting and business solutions organization that offers a consulting-led, cognitive powered, integrated portfolio of IT, Business & Technology Services, and engineering services. Headquartered in Mumbai, the Company is the flagship company of the Tata Group.

14.3 The registered office of the Company is located at 9th Floor, Nirmal Building, Nariman Point, Mumbai - 400 021.

14.4 Performance of the Company in brief

a) For the Financial year ended March 31, 2020, the Company's reported revenue of ₹1,31,306 crore was higher by 6.61% against ₹1,23,170 crore for the financial year ended March 31, 2019.

b) Further, the net profit of ₹33,260 crore was higher by 10.63% for the year ended March 31, 2020 over the previous year net profit of ₹30,065 crore.

14.5 The current authorised share capital of the Company is ₹565,07,50,000 (Rupees Five hundred and sixty five crore, seven lakh and fifty thousand only) consisting of 460,05,00,000 (Four hundred and sixty crore and five lakh only) Equity Shares of face value of ₹1 (Rupee One only) each and 105,02,50,000 (One hundred and five crore two lakh and fifty thousand) Redeemable Preference Shares of face value of ₹1 each, aggregating to ₹565,07,50,000 (Rupees Five hundred and sixty five crore, seven lakh and fifty thousand only). The total paid-up share capital of the Company is ₹375,23,84,706 (Rupees Three hundred and seventy five crore twenty three lakh eighty four thousand seven hundred and six only) represented by 375,23,84,706 (Three hundred and seventy five crore twenty three lakh eighty four thousand seven hundred and six) Equity Shares of ₹1 (Rupee one only) each.

14.6 The history of the Equity Share capital of the Company is set out below:

| Date of Allotment | Number of Equity Shares | Face Value (₹) | Issue Price (₹) | Nature of Consideration | Cumulative Number of Equity Shares | Cumulative Paid-Up Equity Share Capital (₹) |
|---|---|---|---|---|---|---|
| February 16, 1995 | 2[a] | 10 | 10 | Cash | 2 | 20 |
| December 29, 1995 | 3,64,40,000[b] | 10 | 10 | Cash | 3,64,40,002 | 36,44,00,020 |
| May 5, 2004 | 36,44,00,020[c] | 1 | NA | Stock Split | 36,44,00,020 | 36,44,00,020 |
| May 5, 2004 | 9,11,00,009[d] | 1 | Nil | Bonus | 45,55,00,029 | 45,55,00,029 |
| August 19, 2004 | 2,27,75,000[e] | 1 | 850 | Cash | 47,82,75,029 | 47,82,75,029 |
| September 29, 2004 | 18,27,400[f] | 1 | 1 | Cash | 48,01,02,429 | 48,01,02,429 |
| October 21, 2004 | 12,380[f] | 1 | 1 | Cash | 48,01,14,809 | 48,01,14,809 |
| March 7, 2006 | 91,90,440[g] | 1 | - | Other than cash | 48,93,05,249 | 48,93,05,249 |
| August 9, 2006 | 48,93,05,249[h] | 1 | Nil | Bonus | 97,86,10,498 | 97,86,10,498 |
| June 18, 2009 | 97,86,10,498[i] | 1 | Nil | Bonus | 195,72,20,996 | 195,72,20,996 |
| October 7, 2013 | 15,06,983[j] | 1 | - | Other than cash | 195,87,27,979 | 195,87,27,979 |
| October 5, 2015 | 1,16,99,962[k] | 1 | - | Other than cash | 197,04,27,941 | 197,04,27,941 |
| June 7, 2017 | 5,61,40,350[l] | 1 | 2,850 | Buyback | 191,42,87,591 | 191,42,87,591 |
| June 3, 2018 | 1,91,42,87,591[m] | 1 | Nil | Bonus | 382,85,75,182 | 382,85,75,182 |
| September 26, 2018 | 7,61,90,476[n] | 1 | 2,100 | Buyback | 375,23,84,706 | 375,23,84,706 |

a Signatory to Memorandum of Association.

*b Further allotment to R. R. Donnelley (Mauritius) Holding Ltd.*

*c One Equity Share of ₹10 each was sub-divided into 10 Equity Shares of ₹1 each.*

*d Bonus in the ratio of 1:4.*

*e 2,27,75,000 Equity Shares of ₹1 each at a premium of ₹849 per share resulting in additional paid up capital of ₹2,27,75,000 and a share premium of ₹1933,59,75,000 issued under the IPO on August 19, 2004.*

*f 18,27,400 and 12,380 Equity Shares of ₹1 each were issued pursuant to the Employee Share Purchase Scheme (ESPS 2004) on September 29, 2004 and October 21, 2004, respectively.*

*g 91,90,440 Equity Shares of ₹1 each were issued to the shareholders of the erstwhile Tata Infotech Limited (TIL) pursuant to the Order dated January 27, 2006, passed by the High Court of Judicature at Bombay, approving the Scheme of Amalgamation of TIL with the Company.*

*h Pursuant to the resolution passed by the shareholders at the Annual General Meeting held on June 29, 2006, the Company has allotted 48,93,05,249 equity shares of ₹1 each as fully paid Bonus Shares in the ratio of 1:1 on August 9, 2006.*

*i Pursuant to the resolution passed by the shareholders under a Postal Ballot on June 12, 2009, the Company has allotted 97,86,10,498 equity shares of ₹1 each as fully paid Bonus Shares in the ratio of 1:1 on June 18, 2009.*

*j 15,06,983 Equity Shares of ₹1 each fully paid up were issued and allotted on October 7, 2013 to the equity shareholders (other than the Company) of TCS e-Serve Limited in the ratio of thirteen (13) equity shares of ₹1 each in the Company credited as fully paid up with rights attached thereto for every four (4) equity shares of ₹10 each fully paid up held by such member in the capital of TCS e-Serve Limited pursuant to the Order dated September 6, 2013 of the Hon'ble High Court of Judicature at Bombay, sanctioning the Composite Scheme of Arrangement between the Company and TCS e-Serve Limited and TCS e-Serve International Limited and their respective shareholders.*

*k 1,16,99,962 Equity Shares of ₹1 each fully paid up were issued and allotted on October 5, 2015 to the equity shareholders (other than the Company) of CMC Limited in the ratio of seventy-nine (79) equity shares of ₹1 each in the Company credited as fully paid up with rights attached thereto for every hundred (100) equity shares of ₹10 each fully paid up held by such member in the capital of CMC Limited pursuant to the Order dated July 20, 2015 of the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh and Order dated August 14, 2015, of the Hon'ble High Court of Judicature at Bombay, sanctioning the Scheme of Amalgamation between the Company and CMC Limited and their respective shareholders.*

*l The Company has bought back 5,61,40,350 Equity Shares at a price of ₹2,850 per Equity Share, pursuant to the Buyback Regulations and subsequent amendments thereof. The extinguishment of the Equity Shares accepted under the buy-back was completed on June 7, 2017. The buy-back has been duly authorized by a resolution of the Board of Directors dated February 20, 2017 and by the shareholders by a special resolution passed through postal ballot in accordance with the provisions of Section 110 of the Act, read with Rule 22 of the Management Rules, the results of which were announced on April 17, 2017.*

*m Pursuant to the resolution passed by the shareholders under a Postal Ballot on May 26, 2018, the Company has allotted 191,42,87,591 equity shares of ₹1 each as fully paid Bonus Shares in the ratio of 1:1 on June 3, 2018.*

*n The Company has bought back 7,61,90,476 Equity Shares at a price of ₹2,100 per Equity Share, pursuant to the Buyback Regulations and subsequent amendments thereof. The extinguishment of the Equity Shares accepted under the buy-back was completed on September 26, 2018. The buy-back has been duly authorized by a resolution of the Board of Directors dated June 15, 2018 and by the shareholders by a special resolution passed through postal ballot in accordance with the provisions of Section 110 of the Act, read with Rule 22 of the Management Rules, the results of which were announced on August 4, 2018.*

14.7 The details regarding the Board of Directors as on the date of the Public Announcement i.e. November 19, 2020:

| Sr. No. | Name, Occupation and Age | Qualifications | Date of Appointment/ Reappointment | Designation | Directorships in other Companies, Bodies Corporate and other Bodies |
|---|---|---|---|---|---|
| 1. | Mr. N. Chandrasekaran<br>Age: 57<br>Occupation: Executive Chairman, Tata Sons Private Limited<br>DIN: 00121863 | Bachelor's Degree - Applied Science<br>Master's Degree - Computer Application | February 21, 2017 | Chairman | • Tata Sons Private Limited<br>• TCS Foundation (Section 8 Company)<br>• Tata Steel Limited<br>• Tata Motors Limited<br>• The Indian Hotels Company Limited<br>• The Tata Power Company Limited<br>• Tata Consumer Products Limited (formerly known as Tata Global Beverages Limited)<br>• Reserve Bank of India<br>• Jaguar Land Rover Automotive Plc<br>• Tata Limited<br>• The Society and Board of Governors of the Indian Institute of Management, Lucknow<br>• International Advisory Board of Singapore Economic Development Board, Singapore<br>• Court of Indian Institute of Science, Bangalore<br>• International Advisory Council of The Bocconi University, Milan<br>• Board of Governors, The New York Academy of Sciences |
| 2. | Mr. Rajesh Gopinathan<br>Age: 49<br>Occupation: Company Executive<br>DIN: 06365813 | MBA - IIM, Ahmedabad,<br>Engineering - Regional Engg. College, Trichy | February 21, 2017 | Chief Executive Officer and Managing Director | Tata Consultancy Services Japan, Limited |
| 3. | Mr. N. Ganapathy Subramaniam<br>Age: 61<br>Occupation: Company Executive<br>DIN: 07006215 | Masters in Mathematics, University of Madras | February 21, 2017 | Chief Operating Officer and Executive Director | • Tata Elxsi Limited<br>• TCS Foundation (Section 8 Company)<br>• TCS Financial Solutions Australia Pty Limited<br>• TCS FNS Pty Limited<br>• TCS Financial Solutions Beijing Co. Limited<br>• Diligenta Limited<br>• Tata Consultancy Services Asia Pacific Pte. Limited<br>• Tata Consultancy Services (China) Co., Limited<br>• Advisory Council of Indian Institute of Technology, Gandhinagar Research Park & Innovation and Entrepreneurship Center<br>• Governing Council of Telecommunication Standards Development Society of India |

| Sr. No. | Name, Occupation and Age | Qualifications | Date of Appointment/ Reappointment | Designation | Directorships in other Companies, Bodies Corporate and other Bodies |
|---|---|---|---|---|---|
| 4. | Ms. Aarthi Subramanian<br>Age: 53<br>Occupation: Group Chief Digital Officer, Tata Sons Private Limited<br>DIN: 07121802 | B. Tech in Computer Science, Masters degree in Engineering Management | August 17, 2017 | Non-Executive Director | • Tata AIA Life Insurance Company Limited<br>• Tata Capital Limited<br>• Tata Industries Limited<br>• Tata Digital Limited<br>• Tata Payments Limited<br>• Tata Business Hub Limited<br>• Infiniti Retail Limited |
| 5. | Mr. O. P. Bhatt<br>Age: 69<br>Occupation: Company Director<br>DIN: 00548091 | Graduate Degree in Science, Post Graduate Degree in English Literature | April 2, 2012 | Independent Director | • Hindustan Unilever Limited<br>• Tata Steel Limited<br>• Tata Motors Limited<br>• Greenko Energy Holdings, Mauritius<br>• Aadhar Housing Finance Limited |
| 6. | Dr. Pradeep Kumar Khosla<br>Age: 63<br>Occupation: Professor<br>DIN: 03611983 | B. Tech in Electrical Engineering, Master's Degree and PhD in Electrical and Computer Engineering | January 11, 2018 | Independent Director | • Biometricore Inc<br>• Reliance Foundation Institution of Education and Research (Section 8 Company)<br>• Internet2 LLC<br>• Board of Governors (BoG) Academy of Scientific & Innovative Research (AcSIR) |
| 7. | Ms. Hanne Birgitte Breinbjerg Sorensen<br>Age: 55<br>Occupation: Company Director<br>DIN: 08035439 | Master's Degree in Economics and Management | December 18, 2018 | Independent Director | • Tata Motors Limited<br>• Lafargeholchim Limited<br>• Ferrovial S.A.<br>• Delhivery Private Limited<br>• Sulzer Limited<br>• Jaguar Land Rover Automotive Plc<br>• Jaguar Landrover Holdings Limited<br>• Jaguar Landrover Limited |
| 8. | Mr. Keki M. Mistry<br>Age: 66<br>Occupation: Company Director<br>DIN: 00008886 | Bachelor's Degree in Commerce and a Fellow Member of the Institute of Chartered Accountants of India | December 18, 2018 | Independent Director | • Housing Development Finance Corporation Limited<br>• HDFC Asset Management Company Limited<br>• HDFC Life Insurance Company Limited<br>• HDFC Ergo General Insurance Company Limited<br>• Torrent Power Limited<br>• HT Parekh Foundation (Section 8 Company)<br>• CDC Group, London<br>• Griha Investments, Mauritius<br>• Griha Pte. Ltd., Singapore |

| Sr. No. | Name, Occupation and Age | Qualifications | Date of Appointment/ Reappointment | Designation | Directorships in other Companies, Bodies Corporate and other Bodies |
|---|---|---|---|---|---|
| 9. | Mr. Don Callahan<br>Age: 64<br>Occupation: Company Director<br>DIN: 08326836 | Bachelor's Degree in Arts | January 10, 2019 | Independent Director | • CAPCO<br>• Accedian<br>• American Red Cross of Greater New York<br>• TIME<br>• WEX, Inc.<br>• Kore AI<br>• Business Committee of Metropolitan Museum of Art<br>• Foreign Policy Association |

14.8 The details of changes in the Board of Directors during the last 3 (three) years from the date of the Public Announcement i.e. November 19, 2020:

| Name of the Director | Appointment/ Re-appointment/ Resignation/Cessation | Effective Date | Reasons |
|---|---|---|---|
| Mr. Pradeep Kumar Khosla | Appointment | January 11, 2018 | Appointed as Independent Director |
| Mr. Venkatraman Thyagarajan | Resignation | July 10, 2018 | Relinquished position of Independent Director as part of Board succession planning |
| Prof. Clayton M Christensen | Resignation | September 28, 2018 | Personal Reasons |
| Ms. Hanne Birgitte Breinbjerg Sorensen | Appointment | December 18, 2018 | Appointed as Independent Director |
| Mr. Keki M. Mistry | Appointment | December 18, 2018 | Appointed as Independent Director |
| Mr. Don Callahan | Appointment | January 10, 2019 | Appointed as Independent Director |
| Mr. Aman Mehta | Cessation | June 26, 2019 | Completed term as Independent Director |
| Dr. Ron Sommer | Cessation | June 26, 2019 | Completed term as Independent Director |
| Mr. O. P. Bhatt | Re-appointment | June 27, 2019 | Re-appointed as Independent Director |

14.9 The Buyback will not result in any benefit to any Director of the Company, Promoters/Promoter Companies except to the extent of the intention of the Directors and Promoters/Promoter Companies to participate in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share capital after the completion of the Buyback.

## 15 FINANCIAL INFORMATION ABOUT THE COMPANY

15.1 The Company prepares its financial statements in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, read with the relevant rules issued thereunder ("**Ind AS**").

15.2 The salient features of the financial information of the Company as extracted from the audited standalone financial statements of the Company for the period ended September 30, 2020 and last 3 (three) financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 are set out below:

(₹ in lakh)

| Particulars | Period | Financial Year | | |
|---|---|---|---|---|
| | April 1, 2020 to September 30, 2020 | April 1, 2019 to March 31, 2020 | April 1, 2018 to March 31, 2019 | April 1, 2017 to March 31, 2018 |
| Total income | 67,42,900 | 139,38,800 | 130,79,700 | 1,03,15,900 |
| Total expenses (excluding interest and depreciation) | 47,52,700 | 93,95,300 | 88,20,600 | 69,55,100 |
| Interest | 26,700 | 74,300 | 17,000 | 3,000 |
| Depreciation | 1,49,400 | 2,70,100 | 1,71,600 | 1,64,700 |
| Profit before tax | 18,14,100 | 41,99,100 | 40,70,500 | 31,93,100 |
| Provision for tax (including deferred tax) | 4,59,700 | 8,73,100 | 10,64,000 | 6,69,000 |
| Profit after tax | 13,54,400 | 33,26,000 | 30,06,500 | 25,24,100 |
| Equity share capital | 37,524 | 37,524 | 37,524 | 19,143 |
| Reserves and surplus [a] | 83,84,600 | 73,99,300 | 78,52,300 | 75,67,465 |
| Net worth [a] | 84,22,124 | 74,36,824 | 78,89,824 | 75,86,608 |
| Debt [b] | - | - | 3,900 | 4,400 |
| Total debt [c] | - | - | 3,900 | 22,400 |

*a. Excluding revaluation reserves and miscellaneous expenditure to the extent not written off.*

*b. Debt comprises of long-term borrowings and current maturities of finance lease,but excludes short term borrowings.*

*c. Total Debt comprises of long-term borrowings, short term borrowings and current maturities of finance lease.*

15.3 The financial ratios of the Company as extracted from the audited standalone financial statements of the Company for the period ended September 30, 2020 and last 3 (three) financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 are set out below:

| Particulars | Period | Financial Year | | |
|---|---|---|---|---|
| | April 1, 2020 to September 30, 2020 | April 1, 2019 to March 31, 2020 | April 1, 2018 to March 31, 2019 | April 1, 2017 to March 31, 2018 |
| Earnings per share (₹) [a] | 36.09 | 88.64 | 79.34 | 65.57 |
| Book Value (₹ per Equity Share) [b] | 224.45 | 198.19 | 210.26 | 198.16 |
| Return on net worth [c] | 34.97% | 44.72% | 38.11% | 33.27% |
| Debt equity ratio [d] | - | - | 0.000 | 0.003 |
| Total debt/net worth [d] | - | - | 0.000 | 0.003 |

*Note:*

a. *Earnings per share calculated as profit after tax for the relevant period divided by total number of outstanding Equity Shares at the end of relevant period. While calculating earnings per equity share for the financial year ending March 31, 2018, total number of outstanding Equity Shares has been adjusted for issuance of bonus equity shares (1:1) by the Company on June 03, 2018.*

b. *Book value per Equity Share is calculated as book value at the end of relevant period divided by total number of outstanding Equity Shares at the end of relevant period. Book value used excludes revaluation reserves and miscellaneous expenditure to the extent not written off. While calculating book value per share for the financial year ending March 31, 2018, total number of outstanding Equity Shares has been adjusted for issuance of bonus equity shares (1:1) by the Company on June 03, 2018.*

c. *Return on net worth is computed as profit after tax for the period divided by closing net worth for the relevant period. Return on net worth for period ending September 30, 2020 is computed as profit after tax for the last 12 months ending September 30, 2020 divided by closing net worth as on September 30, 2020. Net worth excludes revaluation reserves and miscellaneous expenditure to the extent not written off.*

d. *Debt and Total Debt comprises of long-term borrowings, short term borrowings and current maturities of finance lease. Equity and net worth excludes revaluation reserves and miscellaneous expenditure to the extent not written off.*

15.4 The Company confirms that it will comply with the provisions of the Takeover Regulations, if applicable.

15.5 The Company confirms that it has complied with the provisions of Sections 68, 69 and 70 of the Act and all other provisions of the Act, as may be applicable to the Buyback.

## 16 STOCK MARKET DATA

16.1 The Equity Shares are currently listed and traded only on the BSE and NSE.

16.2 The closing market price of the Equity Shares in the last 3 (three) years (April to March period) preceding the date of the Public Announcement on the Stock Exchanges is set out below:

**NSE:**

| Period | High | | | Low | | | Average (₹) | Total No. of Equity Shares Traded |
|---|---|---|---|---|---|---|---|---|
| | High (₹) | Date of High | No. of Equity Shares Traded | Low (₹) | Date of Low | No. of Equity Shares Traded | | |
| April 1, 2019 to March 31, 2020 | 2,277.95 | June 20, 2019 | 21,99,377 | 1,636.35 | March 19, 2020 | 51,35,162 | 2,123.10 | 78,48,13,382 |
| May 31, 2018 to March 31, 2019 (1) | 2,255.55 | October 1, 2018 | 37,72,208 | 1,721.60 | June 5, 2018 | 24,49,568 | 1,958.72 | 61,34,39,617 |
| April 1, 2018 to May 30, 2018 (1) | 3,603.70 | May 24, 2018 | 14,81,158 | 2,909.65 | April 2, 2018 | 8,31,494 | 3,336.16 | 8,82,95,208 |
| April 1, 2017 to March 31, 2018 | 3,198.85 | January 29, 2018 | 15,70,530 | 2,273.15 | April 28, 2017 | 12,70,255 | 2,609.26 | 31,17,35,075 |

**Source:** www.nseindia.com

***Note:*** *High, Low and Average price for the period are based on closing prices*

(1) *Ex-date of Bonus issue of (1:1) on May 31, 2018*

**BSE:**

| Period | High | | | Low | | | Average (₹) | Total No. of Equity Shares Traded |
|---|---|---|---|---|---|---|---|---|
| | High (₹) | Date of High | No. of Equity Shares Traded | Low (₹) | Date of Low | No. of Equity Shares Traded | | |
| April 1, 2019 to March 31, 2020 | 2,279.00 | June 20, 2019 | 1,33,605 | 1,636.10 | March 19, 2020 | 2,44,595 | 2,122.91 | 3,56,06,622 |
| May 31, 2018 to March 31, 2019 (1) | 2,255.80 | October 1, 2018 | 1,86,123 | 1,721.20 | June 5, 2018 | 1,04,701 | 1,957.54 | 3,97,73,422 |
| April 1, 2018 to May 30, 2018 (1) | 3,604.80 | May 24, 2018 | 96,195 | 2,902.90 | April 2, 2018 | 50,734 | 3,336.38 | 53,81,708 |
| April 1, 2017 to March 31, 2018 | 3,195.10 | January 29, 2018 | 79,686 | 2,272.10 | April 28, 2017 | 1,00,693 | 2,608.66 | 2,50,38,341 |

**Source:** www.bseindia.com

***Note:*** *High, Low and Average price for the period are based on closing prices*

(1) *Ex-date of Bonus issue of (1:1) on May 31, 2018*

16.3 The monthly closing market prices during the 6 (six) months preceding the date of the Public Announcement and number of Equity Shares traded on the Stock Exchanges is set out below:

**NSE:**

| Period | High | | | Low | | | Average (₹) | Total No. of Equity Shares Traded |
|---|---|---|---|---|---|---|---|---|
| | High (₹) | Date of High | No. of Equity Shares Traded | Low (₹) | Date of Low | No. of Equity Shares Traded | | |
| November 1, 2020 to November 20, 2020 | 2,726.60 | November 9, 2020 | 36,46,592 | 2,604.60 | November 2, 2020 | 25,71,196 | 2,662.44 | 465,78,793 |
| October 1, 2020 to October 31, 2020 | 2,830.00 | October 12, 2020 | 46,23,211 | 2,523.45 | October 1, 2020 | 26,10,338 | 2,714.77 | 12,86,18,662 |
| September 1, 2020 to September 30, 2020 | 2,522.95 | September 22, 2020 | 74,99,927 | 2,246.35 | September 1, 2020 | 36,10,908 | 2,400.99 | 11,64,08,785 |
| August 1, 2020 to August 31, 2020 | 2,308.10 | August 6, 2020 | 47,48,348 | 2,238.55 | August 28, 2020 | 29,41,156 | 2,259.67 | 6,55,61,599 |
| July 1, 2020 to July 31, 2020 | 2,309.75 | July 28, 2020 | 80,92,458 | 2,092.05 | July 1, 2020 | 25,03,466 | 2,217.17 | 10,63,81,350 |
| June 1, 2020 to June 30, 2020 | 2,118.85 | June 26, 2020 | 63,00,912 | 2,016.10 | June 25, 2020 | 30,44,089 | 2,057.66 | 7,39,94,030 |
| May 1, 2020 to May 31, 2020 | 2,020.35 | May 22, 2020 | 36,63,422 | 1,891.65 | May 7, 2020 | 31,66,784 | 1,945.57 | 6,53,46,426 |

**Source:** www.nseindia.com

***Note:*** *High, Low price and Average Price for the period are based on closing prices*

**BSE:**

| Period | High | | | Low | | | Average (₹) | Total No. of Equity Shares Traded |
|---|---|---|---|---|---|---|---|---|
| | High (₹) | Date of High | No. of Equity Shares Traded | Low (₹) | Date of Low | No. of Equity Shares Traded | | |
| November 1, 2020 to November 20, 2020 | 2,725.90 | November 9, 2020 | 1,24,207 | 2,603.85 | November 2, 2020 | 1,06,105 | 2,662.47 | 20,11,206.00 |
| October 1, 2020 to October 31, 2020 | 2,831.20 | October 12, 2020 | 1,91,337 | 2,522.75 | October 1, 2020 | 55,334 | 2,714.89 | 43,70,785 |
| September 1, 2020 to September 30, 2020 | 2,523.55 | September 22, 2020 | 2,64,321 | 2,245.30 | September 1, 2020 | 54,703 | 2,400.64 | 42,32,712 |
| August 1, 2020 to August 31, 2020 | 2,307.70 | August 6, 2020 | 1,36,621 | 2,237.10 | August 28, 2020 | 75,463 | 2,259.12 | 21,41,484 |
| July 1, 2020 to July 31, 2020 | 2,309.20 | July 28, 2020 | 3,45,610 | 2,092.55 | July 1, 2020 | 85,048 | 2,216.95 | 45,63,262 |
| June 1, 2020 to June 30, 2020 | 2,115.60 | June 26, 2020 | 2,85,133 | 2,010.90 | June 25, 2020 | 4,01,416 | 2,057.35 | 56,55,678 |
| May 1, 2020 to May 31, 2020 | 2,018.95 | May 22, 2020 | 84,400 | 1,891.25 | May 7, 2020 | 86,388 | 1,945.19 | 23,36,179 |

**Source:** www.bseindia.com

***Note:*** *High, Low price and Average Price for the period are based on closing prices.*

**16.4** Notice of the Board Meeting convened to consider the proposal of the Buyback was given to the NSE and BSE on October 4, 2020. The Board, at its meeting held on October 7, 2020, approved the proposal for the Buyback at a price of ₹3,000 (Rupees three thousand only) per Equity Share and the intimation was sent to NSE and BSE on the same day. The closing market price of the Equity Shares on NSE and BSE, during this period, are summarised below.

| Event | Date | NSE (₹) | BSE (₹) |
|---|---|---|---|
| Notice of the Board Meeting convened to consider the proposal of the Buyback | October 4, 2020 | N.A. | N.A. |
| 1 Trading Day Post-Notice of Board Meeting | October 5, 2020 | 2,705.80 | 2,706.85 |
| 1 Trading Day Prior to Board Meeting | October 6, 2020 | 2,714.30 | 2,716.15 |
| Board Meeting Date | October 7, 2020 | 2,735.95 | 2,737.40 |
| 1 Trading Day Post-Board Meeting | October 8, 2020 | 2,825.70 | 2,824.80 |
| Shareholders' resolution approving the Buyback | November 18, 2020 | 2,626.65 | 2,625.90 |
| Date of the Public Announcement | November 19, 2020 | 2,636.90 | 2,637.05 |
| Date of publication of the Public Announcement | November 20, 2020 | 2,660.25 | 2,659.60 |
| The trading day immediately following the publication of the Public Announcement | November 23, 2020 | 2,724.25 | 2,724.00 |

## 17 DETAILS OF STATUTORY APPROVALS

17.1 The Buyback Offer is subject to approval, if any required, under the provisions of the Act, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.

17.2 The Buyback of Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities, including Reserve Bank of India (RBI), as may be required. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

17.3 Non-Resident Shareholders (excluding OCBs) permitted under general permission under the consolidated Foreign Direct Investment policy issued by the Government of India read with applicable regulations issued under FEMA, are not required to obtain approvals from RBI.

17.4 By agreeing to participate in the Buyback, each Eligible Shareholder (including each Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.

17.5 As of date, there is no other statutory or regulatory approval required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s). In the event of any delay in receipt of any statutory/regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to BSE/NSE.

17.6 The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/ provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.

17.7 The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholder places the bid.

17.8 In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

## 18 DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRE

18.1 Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form by registered post/speed post or hand deliver the same, along with the TRS generated by the exchange bidding system along with all relevant documents by super-scribing the envelope as "**TCS Buyback Offer 2020**", to the Registrar to the Buyback at its office set out below, so that the same are received not later than 2 (two) days from the Buyback Closing Date i.e. Sunday, January 3, 2021 by 5 p.m. (IST):

**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.buyback2020@linkintime.co.in

Days & time of contact: In case of any clarifications or to address investor grievance, Eligible Shareholders may contact on all Working Days during 11:00 a.m. (IST) to 5:00 p.m. (IST).

**18.2 ELIGIBLE SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.**

## 19 PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to buy back up to 5,33,33,333 (Five crore thirty-three lakh thirty-three thousand three hundred and thirty-three) Equity Shares aggregating up to 1.42% of the fully paid-up equity share capital of the Company at a price of ₹3,000 (Rupees Three thousand only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹16,000 crore (Rupees Sixteen thousand crore only) constituting 19.96% and 18.11% of the aggregate fully paid-up equity share capital and free reserves as per audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company as on September 30, 2020, respectively (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback), from the Eligible Shareholders on a proportionate basis through a Tender Offer route through Stock Exchange mechanism, in accordance with Article 11 of the Articles of Association of the Company, Sections 68, 69 70, and other applicable provisions, if any, of the Act, the relevant rules framed thereunder including the Share Capital Rules, LODR Regulations, to the extent applicable and Buyback Regulations. The Equity Shareholders approved the Buyback by way of a special resolution through postal ballot, the results of which were announced on November 18, 2020. The Buyback is subject to the receipt of approvals as may be required, including but not limited to SEBI and the Stock Exchanges.

19.2 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

19.3 The shareholding of the Promoters/Promoter Companies as of the date of the Public Announcement is 270,35,42,000 Equity Shares which represents 72.05% of the existing total paid-up equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the promoters have an option of participating in a buyback. In this regard, certain Promoters/Promoter Companies have expressed their intention to participate in the Buyback, and may tender in aggregate up to 3,84,25,146 Equity Shares in accordance with the provisions of the Buyback Regulations.

19.4 Assuming acceptance of all Equity Shares tendered in the Buyback from the Eligible Shareholders up to their respective Buyback Entitlement, the shareholding of the Promoters/Promoter Companies after the completion of the Buyback will increase to 72.20% of the post-Buyback total paid-up equity share capital of the Company. Also, if none of the public shareholders participate and only the Promoters/ Promoter Companies, who have given their intention, participate to the extent of their Buyback Entitlement, their shareholding will reduce to 71.80% of the total equity share capital of the Company.

***Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:***

19.5 The Company has fixed November 28, 2020 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Equity Shareholders, who are eligible to participate in the Buyback.

19.6 The Equity Shares to be bought back pursuant to the Buyback are divided into 2 (two) categories:

19.6.1 Reserved category for Small Shareholders ("**Reserved Category**"); and

19.6.2 General category for all other Eligible Shareholders ("**General Category**").

19.7 As defined in the Buyback Regulations, a "Small Shareholder" is an Eligible Shareholder who holds Equity Shares having market value, on the basis of closing price of shares on BSE or NSE, on which the highest trading volume in respect of the Equity Shares on the Record Date was recorded, of not more than ₹2,00,000 (Rupees Two lakh Only). As on the Record Date, the closing price on NSE, having the highest trading volume, was ₹ 2,679.65 per Equity Share. Accordingly, all Eligible Shareholders holding not more than 74 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.

19.8 Based on the aforementioned definition, there are 8,01,794 Small Shareholders of the Company with an aggregate shareholding of 1,94,88,544 Equity Shares as on the Record Date, which constitutes 0.52% of the total paid-up equity share capital of the Company and 36.54% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback. 3,73,28,96,162 Equity Shares were held by the other Eligible Shareholders in the General Category as on the Record Date.

19.9 In accordance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders will be the higher of:

19.9.1 15% of the number of Equity Shares which the Company proposes to buy back i.e. 15% of 5,33,33,333 (Five crore thirty-three lakh thirty-three thousand three hundred and thirty-three) Equity Shares which is 80,00,000 (Eighty lakh) Equity Shares; or

19.9.2 The number of Equity Shares entitled as per their shareholding as on the Record Date (i.e. (1,94,88,544/ 3,75,23,84,706) x 5,33,33,333) which is 2,76,995 Equity Shares.

19.10 All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoters/Promoter Companies also intend to offer their Equity Shares in the Buyback.

19.11 Based on the above analysis and in accordance with Regulation 6 of the Buyback Regulations, 80,00,000 Equity Shares have been reserved for the Small Shareholders ("**Reserved Portion**") and accordingly, the General Category for all other Eligible Shareholders shall consist of 4,53,33,333 Equity Shares ("**General Portion**").

19.12 Based on the above Buyback Entitlements, the ratio of Buyback for both categories is set out below:

| Category of Eligible Shareholder | Ratio of Buyback (i.e. Buyback Entitlement) |
|---|---|
| Reserved category for Small Shareholders | 2 Equity Shares for every 5 Equity Share held on the Record Date |
| General category for all other Eligible Shareholders | 2 Equity Shares for every 165 Equity Share held on the Record Date |

*The ratio of Buyback indicated above is approximate and provides an indication of the Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for reserved category for Small Shareholders is 41.0497572% and for general category shareholders is 1.2144279%.*

***Fractional Entitlements***

19.13 If the Buyback Entitlement under the Buyback, after applying the abovementioned ratios to the Equity Shares held on Record Date is not in the multiple of one Equity Share, then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

19.14 On account of ignoring the fractional entitlement, those Small Shareholders who hold 2 or less Equity Shares as on Record Date is being dispatched a Tender Form with zero entitlement. Such Small Shareholders may tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

***Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders***

19.15 Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by the Small Shareholders in the Reserved Category in the following order of priority:

19.15.1 Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less.

19.15.2 After the Acceptance as described in Paragraph 19.15.1 above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from such Additional Equity Shares shall be bought back in the Reserved Category.

19.15.3 After the Acceptance as described in Paragraph 19.15.2 above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptance per Small Shareholder shall be made in accordance with the Buyback Regulations. Valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with the Paragraph 19.15.2, shall be reduced by one.

***Adjustment for fractional results in case of proportionate Acceptance, as described above:***

19.16 For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

19.17 For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

***Basis of Acceptance of Equity Shares validly tendered in the General Category***

19.18 Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

19.18.1 Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

19.18.2 After the Acceptance as described in Paragraph 19.18.1 above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholders divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.

***Adjustment for fractional results in case of proportionate acceptance as described above:***

19.19 For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

19.20 For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

***Basis of Acceptance of Equity Shares between categories***

19.21 In the event the Equity Shares tendered by the Small Shareholders in accordance with the process set out under Paragraph 19.15 (*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*) of this Letter of Offer is less than the Reserved Portion, Additional Equity Shares tendered by the Eligible Shareholders in the General Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the General Category divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the Reserved Portion.

19.22 In the event the Equity Shares tendered by the Eligible Shareholders in the General Category in accordance with the process set out under Paragraph 19.18 (*Basis of Acceptance of Equity Shares validly tendered in the General Category*) of this Letter of Offer is less than the General Portion, Additional Equity Shares tendered by the Eligible Shareholders in the Reserved Category over and above their Buyback Entitlement shall, in accordance with the Buyback Regulations, be Accepted in proportion of the Additional Equity Shares tendered by them i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by an Eligible Shareholder in the Reserved Category divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the Additional Equity Shares that can be accepted due to shortfall in the General Portion.

19.23 A Small Shareholder who has received a Tender Form with zero Buyback Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of one Equity Share before Acceptance, as mentioned above, out of the Equity Shares left to be bought back in the General Category, provided no Acceptance could take place from such Small Shareholder in accordance with the section entitled "*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders*".

***Adjustment for fractional results in case of proportionate Acceptance, as described above:***

19.24 For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not a multiple of one and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

19.25 For any Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of one and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

19.26 In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Paragraph 19.

***Miscellaneous***

19.27 For avoidance of doubt, it is clarified that:

19.27.1 The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholders;

19.27.2 The Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with the paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and

19.27.3 The 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 in accordance with the paragraphs above.

19.28 **Clubbing of Entitlement**

In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories.

## 20 PROCEDURE FOR TENDER/OFFER AND SETTLEMENT

20.1 The Buyback is open to all Eligible Shareholders who hold Equity Shares either in physical form or dematerialized form. The Company proposes to effect the Buyback through a Tender Offer route through Stock Exchange mechanism, on a proportionate basis. This Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, is being e-mailed/dispatched to Eligible Shareholders. This Letter of Offer, is being sent through electronic means to Eligible Shareholder(s) who have registered their e-mail ids with the depositories/the Company, and for those Eligible Shareholder(s) who have not registered their e-mail ids with the depositories/the Company, this Letter of Offer is being dispatched through physical mode by registered post/speed post/ courier. An Eligible Shareholder may access this Letter of Offer, on the websites of the Company, the Stock Exchanges, the Registrar to the Buyback, and the Manager to the Buyback at www.tcs.com, www.bseindia.com, www.nseindia.com, www.linkintime.co.in and www.jmfl.com, respectively. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in Paragraph 20.9.

20.2 The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/sale of such Equity Shares. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered in the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.

20.3 Eligible Shareholders will have to transfer their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date, and in case of multiple demat accounts, Eligible Shareholders are advised to tender the applications separately from each demat account in which they hold the Equity Shares as on the Record Date. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar to the Buyback.

20.4 As disclosed in Paragraph 19 (*Process and Methodology of Buyback*) above, the Equity Shares proposed to be bought as a part of the Buyback are divided into 2 (two) categories; (i) Reserved Category for Small Shareholders, and (ii) the General Category for other Eligible Shareholders; and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.

20.5 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.

20.6 Eligible Shareholders' participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. 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 procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

20.7 The maximum tender under the Buyback by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date.

20.8 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, 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.

**THE NON-RECEIPT OF THIS LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THIS LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY.**

20.9 In case of non-receipt of this Letter of Offer and the Tender Form:

20.9.1 **In case the Eligible Shareholder holds Equity Shares in dematerialised form:** If Eligible Shareholder(s) who have been sent this Letter of Offer through electronic means wish to obtain a physical copy of this Letter of Offer, they may send a request in writing to the Company or Registrar at the address or e-mail id mentioned at the cover page of this Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ID, beneficiary account number, and upon receipt of such request, a physical copy of this Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the websites of the Company, Registrar to the Buyback and Manager to the Buyback at www.tcs.com, www.linkintime.co.in and www.jmfl.com, respectively or by providing his/her/its application in writing on a plain paper, 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.

20.9.2 **In case the Eligible Shareholder holds Equity Shares in physical form:** An Eligible Shareholder may participate in the Buyback by providing his/her/its application in writing on a plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the websites of the Company, Registrar to the Buyback and Manager to the Buyback at www.tcs.com, www.linkintime.co.in and www.jmfl.com, respectively and must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. Sunday, January 3, 2021 by 5 p.m. (IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such Tender Forms are liable to be rejected under this Buyback.

20.10 Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Selling Member(s) (along with the complete set of documents for verification procedures in case of Equity Shares held in physical form) and have to ensure that their bid is entered by their respective Selling Member(s) in the electronic platform to be made available by Stock Exchanges before the Buyback Closing Date.

20.11 The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the "plain paper" option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

20.12 The acceptance of the Buyback made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Equity Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.

20.13 For implementation of the Buyback, the Company has appointed JM Financial Services Limited as the registered broker to the Company ("**Company's 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's Broker are as follows:

**JM Financial Services Limited**
5th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400 025, India.
Tel : +91 22 6704 3000, Fax : +91 22 6761 7222
Contact Person: Mr. Divyesh Kapadia; Tel.: +91 22 6704 3458
Email: divyesh.kapadia@jmfl.com, Website: www.jmfinancialservices.in
SEBI Registration Number: INZ000195834
Corporate Identity Number: U67120MH1998PLC115415

20.14 The Company shall request the Stock Exchanges to provide a separate acquisition window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be specified by the Stock Exchanges from time to time. For the purposes of this Buyback, BSE has been appointed as the **'Designated Stock Exchange'**.

20.15 All Eligible Shareholders, through their respective Selling Member(s) will be eligible and responsible to place orders in the Acquisition Window.

20.16 All Eligible Shareholders can enter orders for Equity Shares in demat form as well as Equity Shares in physical form.

20.17 During the Tendering Period, the order for selling the Equity Shares shall be placed by the Eligible Shareholders through their respective Selling Member(s) during normal trading hours of the secondary market.

20.18 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period. Multiple bids made by a single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

20.19 The cumulative quantity tendered shall be made available on BSE's and NSE's websites, www.bseindia.com and www.nseindia.com, respectively, throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.

20.20 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to adequately safeguard their interests in this regard.

20.21 **Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialised form:**

20.21.1 Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Selling Member(s) by indicating to such Selling Member(s) the details of Equity Shares they intend to tender under the Buyback.

20.21.2 The Selling Member would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Stock Exchanges. It is mandatory to transfer the tendered Equity Shares into the account of the Clearing Corporation by an Eligible Shareholder through the early pay-in mechanism of the depositories prior to placing the order/bid on the Stock Exchanges' IBBS platform by the Selling Member. For further details, Eligible Shareholders may refer to the circulars issued by Stock Exchanges/Clearing Corporation.

20.21.3 The details of the settlement number under which the Equity Shares are to be transferred in the account of Clearing Corporation for the Buyback is 2020087, the details of which will also be provided in a separate circular to be issued by the Clearing Corporation.

20.21.4 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than 6:00 p.m. (IST) on the last day of the Tendering Period i.e. the Buyback Closing Date. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned Selling Member shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

20.21.5 Upon placing the bid, the Selling Member shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

20.21.6 In case of Equity Shares held in physical form, Eligible Shareholders who have tendered their Equity Shares in the Buyback can 'hand deliver' the Tender Form and Form SH-4 duly signed (by all Eligible Shareholders in case such Equity Shares are held in joint names) in the same order in which they hold the Equity Shares and original share certificates, TRS generated by the exchange bidding system along with all relevant documents to the Registrar to the Buyback at its office provided in Paragraph 18 herein above. The TRS will be generated by the respective Selling Member. Eligible Shareholders who cannot hand deliver the Tender Form and such other documents to the Registrar to the Buyback at its office provided in Paragraph 18 herein above, may send the same by registered post/ speed post, at their own risk, super-scribing the envelope as "**TCS Buyback Offer 2020**", to the Registrar to the Buyback Offer at their office provided in Paragraph 18 herein above, so that the same are received not later than 2 (two) days from the Buyback Closing Date i.e. Sunday, January 3, 2021 by 5 p.m. (IST).

20.21.7 Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

(i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;

(ii) Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and

(iii) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

**20.21.8 In case of demat Equity Shares, submission of Tender Form and TRS is not required. 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 Eligible Shareholders holding Equity Shares in demat form**.

20.21.9 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 prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

**20.22 Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:**

**In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below.**

20.22.1 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Selling Member(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders 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, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) the Tender Form (duly signed by all Eligible Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited 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 would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

20.22.2 Based on the documents as mentioned in paragraph 20.22.1 herein above, the concerned Selling Member shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Selling Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.

20.22.3 The Selling Member/Eligible Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned in Paragraph 20.22.2) along with TRS either by registered post or courier or hand delivery to Registrar to the Buyback, at its office provided in Paragraph 18 herein above, within 2 (two) days of bidding by Selling Member. The envelope should be super scribed as "**TCS Buyback Offer 2020**". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Selling Member/Eligible Shareholder.

20.22.4 Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback 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 'unconfirmed physical bids'. Once the Registrar to the Buyback confirms the bids it will be treated as 'Confirmed Bids'.

20.22.5 All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/Registrar of the Company;

20.22.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Closing Date.

20.23 For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders

20.23.1 Eligible Shareholders, being Non-Resident Shareholders (excluding FIIs) should also enclose a copy of the permission received by them from the RBI, if applicable, to acquire the Equity Shares held by them in the Company.

20.23.2 In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

20.23.3 If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected.

20.24 Acceptance of orders

20.24.1 The Registrar to the Buyback shall provide details of order acceptance to Clearing Corporation within specified timelines.

20.25 Method of Settlement

20.25.1 Upon finalization of the basis of Acceptance as per the Buyback Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.

20.25.2 The Company will transfer the consideration pertaining to the Buyback to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders' bank account linked to its demat account. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the RBI 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 holding Equity Shares in dematerialized form.

20.25.3 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

20.25.4 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

20.25.5 The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow account of the Company ("**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.

20.25.6 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 respective Eligible Shareholder.

20.25.7 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 the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Shareholders holding Equity Shares in the physical form.

20.25.8 The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

20.25.9 Equity Shareholders who intend to participate in the Buyback should consult their respective Selling Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Member upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Selling Member, and such costs will be incurred solely by the Eligible Shareholders.

20.25.10 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.

20.26 Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (hereinafter referred to as "Buyback Tax") in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in the hands of shareholders in their country of residence, if outside India. The transaction of Buyback would also be chargeable to securities transaction tax in India. Please refer to paragraph 21 of this Letter of Offer for a detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

20.27 Rejection Criteria

20.27.1 The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds.

For Eligible Shareholders holding shares in the dematerialized form if:

a) The Shareholder is not a Eligible Shareholder of the Company

b) There is a name mismatch in the dematerialised account of the Eligible Shareholder

For Eligible Shareholders holding Equity Shares in the physical form if:

a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Sunday, January 3, 2021, by 5 p.m. (IST);

b) There exists any restraint order of a court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;

c) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;

d) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;

e) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or

f) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

## 21 NOTE ON TAXATION

### 21.1 General

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.**

**IN VIEW OF THE COMPEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.**

**THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY.**

The Indian tax year runs from April 1 to March 31 of subsequent year. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act, 1961 ("**ITA**").

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India only on their Indian sourced income or income from business or professional controlled in India.

In case of shares of a company, the source of income from shares would depend on the "situs" of the shares. As per ITA and Judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement ("**DTAA**"), as modified by the Multilateral Instrument (MLI), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule ("**GAAR**") and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

**21.2 Classification of Shareholders**

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in two categories as below:

**A.** Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
- Others (corporate bodies):
  - Company
  - Other than Company

**B.** Deemed Resident Shareholder –an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding ₹ 15 lakh during the tax year.

**C.** Non-Resident Shareholders being:

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)
- Others:
  - Foreign Company
  - Foreign non-corporate shareholders

**21.3 Buy-back of Shares**

Section 115QA of the ITA introduced w.e.f. June 1, 2013 contains provisions for taxation of a domestic company in respect of buy-back of shares (within the meaning of Section 68 of the Act). In effect, the incidence of tax stands shifted completely to the Company and not the recipient of the buyback proceeds.

Before the enactment of Finance Act (No. 2), 2019, this section was not applicable to shares listed on a recognized stock exchange. The Finance Act (No. 2), 2019 has amended Section 115QA of the ITA with effect from 5th July, 2019 extending its provisions to cover distributed income on buy-back of equity shares of a company listed on a recognized stock exchange as well.

Section 10(34A) of the ITA provided for tax exemption to a shareholder in respect of income arising from buy-back of shares w.e.f. April 1, 2014 (i.e. Assessment year 2014-15). The Finance Act (No. 2), 2019 has also made consequential changes to Section 10(34A) of the ITA extending the benefit of tax exemption on income from buy-back to shareholders in respect of shares listed on recognized stock exchange as well.

Thus, the tax implications to the following categories of shareholders are as under:

**A.** Resident Shareholders or Deemed Resident Shareholders

Income arising to the shareholder on account of buy-back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended Section 10(34A) of the ITA with effect from July 5, 2019.

**B.** Non-Resident Shareholders

While the income arising to the shareholder on account of buy back of shares as referred to in Section 115QA of the ITA is exempt from tax under the provisions of the amended Section 10(34A) with effect from July 5, 2019 in the hands of a non-resident as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such Non- resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Section 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

**21.4 Tax Deduction at Source**

In absence of any specific provision under the current Income Tax Act, the Company is not required to deduct tax at source on the consideration payable to resident shareholders pursuant to the Buyback.

**Caveat:**

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.

**21.5 Securities Transaction Tax**

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

## 22 DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I under the Buyback Regulations:

22.1 The Board of Directors of the Company confirms that there are no defaults subsisting in repayment of deposits, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

22.2 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:

22.2.1 Immediately following the date of the Board Meeting, the date on which the result of shareholders' resolution passed by way of Postal Ballot ("**Postal Ballot Resolution**") was declared, approving the Buyback, and the date of Letter of Offer, there will be no grounds on which the Company could be found unable to pay its debts;

22.2.2 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 the date of Letter of Offer, and having regard to the Board's intention with respect to the management of Company's business 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 the date of the Postal Ballot Resolution and the date of Letter of Offer;

22.2.3 In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Act,/Insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable.

This declaration is made and issued pursuant to the resolution passed at the meeting of the Board held on October 7, 2020, and on November 18, 2020.

For and on behalf of the Board of Directors

| | |
|---|---|
| **Sd/-**<br>**Rajesh Gopinathan**<br>Chief Executive Officer and Managing Director<br>DIN: 06365813 | **Sd/-**<br>**N. Ganapathy Subramaniam**<br>Chief Operating Officer and Executive Director<br>DIN: 07006215 |

## 23 AUDITOR'S CERTIFICATE

**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 October 7, 2020 of B S R & Co. LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

The Board of Directors,
Tata Consultancy Services Limited
9th Floor, Nirmal Building
Nariman Point
MUMBAI 400 021

Dear Sirs,

Independent Auditors' Report in respect of proposed buy back of equity shares by Tata Consultancy Services Limited in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended

1. This report is issued in accordance with the terms of our engagement letter dated 15 June 2018 and addendum to engagement letter dated 7 October 2020 with Tata Consultancy Services Limited ("the Company").

2. The Board of Directors of the Company have approved a proposed buy-back of equity shares by the Company at its meeting held on 7 October 2020, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act') read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations").

3. The accompanying Statement of permissible capital payment ('Annexure A') as at 30 September 2020 (hereinafter referred as the "Statement") is prepared by the management of the Company.

**Management's Responsibility for the Statement**

4. The preparation of the Statement in accordance with Section 68(2)(c) of the Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back 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 the circumstances.

**Auditors' Responsibility**

5. Pursuant to the requirements of the SEBI Buy-back Regulations, it is our responsibility to provide reasonable assurance whether:

   i. we have inquired into the state of affairs of the Company in relation to the audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements as at and for the period ended 30 September 2020;

   ii. the amount of permissible capital payment as stated in Annexure A for the proposed buy-back of equity shares has been properly determined considering the audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements in accordance with Section 68(2)(c) of the Act; and

   iii. the Board of Directors of the Company in their meeting dated 7 October 2020, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-back 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.

6. The audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements referred to in paragraph 5 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 reports dated 07 October 2020.

7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:

   i. Examined that the amount of permissible capital payment for the buy back as detailed in Annexure A is in accordance with the provisions of Section 68(2)(c) of the Act;

   ii. Inquired into the state of affairs of the Company with reference to the audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements as at and for the period ended 30 September 2020;

iii. Traced the amounts of paid up equity share capital, retained earnings and general reserves as mentioned in Annexure A from the audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements as at and for the period ended 30 September 2020;

iv. Verified the arithmetical accuracy of the amounts mentioned in Annexure A; and

v. Obtained appropriate representations from the Management of the Company.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) 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.

9. 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.

10. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

**Opinion**

11. 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 condensed standalone interim financial statements and audited condensed consolidated interim financial statements as at and for the period ended 30 September 2020;

b) The amount of permissible capital payment towards the proposed buy-back of equity shares as computed in the Statement attached herewith is, in our view properly 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 condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company as at and for the period ended 30 September 2020; and

c) The Board of Directors of the Company, in their meeting held on 7 October 2020 have formed their opinion as specified in clause (x) of Schedule I 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 7 October 2020.

**Restriction on Use**

12. 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 Act and SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, draft letter of offer, letter of offer and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public 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.

For **B S R & Co. LLP**
*Chartered Accountants*
Firm's Registration No: 101248W/W-100022

**Rajiv Shah**
*Partner*
Membership No: 112878
UDIN: 20112878AAAABK1756

Mumbai
7 October 2020

**Annexure A:**

Statement of permissible capital payment:

(₹ crore)

| Particulars | Standalone | Consol |
|---|---|---|
| Paid up equity share capital (375,23,84,706 equity shares of ₹1/- each) | 375 | 375 |
| **Free reserves:** | | |
| Retained earnings | 79,799 | 87,943 |
| General Reserves | - | 27 |
| Total paid up equity capital and free reserves as at September 30, 2020 | 80,174 | 88,345 |
| Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013 (25% of the total paid up equity share capital and free reserves) | 20,044 | 22,086 |
| Maximum amount permitted by Board Resolution dated October 7, 2020 approving Buyback, subject to shareholder approval, based on the audited accounts for the period ended September 30, 2020 | | 16,000 |

## 24 DOCUMENTS FOR INSPECTION

In light of SEBI Relaxation Circulars, copies of the following documents will be available for inspection electronically during the tendering period on the website of the Company at www.tcs.com/events/tcs-buyback-2020.

24.1 Certificate of incorporation of the Company;

24.2 Memorandum and Articles of Association of the Company;

24.3 Annual reports of the Company for the financial years 2017- 2018, 2018-2019 and 2019-2020;

24.4 Audited standalone and consolidated financials approved by the Board for the period September 30, 2020;

24.5 Copy of resolution passed by the Board of Directors in relation to the Buyback at its meeting held on October 7, 2020;

24.6 Copy of special resolution of the Equity Shareholders passed by way of postal ballot, the results of which were announced on November 18, 2020;

24.7 Auditor's Report prepared by B S R & Co. LLP, in terms of clause (xi) of Schedule I of the Buyback Regulations;

24.8 Public Announcement dated November 19, 2020, and published on November 20, 2020;

24.9 Declaration of solvency and an affidavit as per Form SH-9 of the Share Capital Rules;

24.10 Certificate dated November 19, 2020 issued by B S R & Co. LLP, confirming that the Company has adequate funds for the purposes of the Buyback;

24.11 Copy of the Escrow Agreement dated December 7, 2020; and

24.12 Copy of the SEBI letter dated December 8, 2020 providing its comments in terms of the Buyback Regulations.

## 25 DETAILS OF THE COMPLIANCE OFFICER

The details of the Compliance Officer and days and time of contact are set out below.

**Mr. Rajendra Moholkar**
Membership No. A8644
Company Secretary and Compliance Officer
Registered office:
9th Floor, Nirmal Building,
Nariman Point
Mumbai 400 021
CIN: L22210MH1995PLC084781
Telephone: +91 22 6778 9696
E-mail: investor.relations@tcs.com, Website: www.tcs.com

Days & time of contact: Eligible Shareholders may contact on all Working Days during the Tendering Period during 11:00 a.m. (IST) to 5:00 p.m. (IST).

## 26 DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

26.1 In case of any grievances relating to the Buyback (i.e. non-receipt of the Buyback consideration, Equity Share certificate, demat credit, etc.) the Eligible Shareholder can approach the Compliance Officer and/or the Manager to the Buyback and/or the Registrar to the Buyback for redressal.

26.2 If the Company makes any default in complying with the requirements under the Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Act.

26.3 The address of the concerned office of the Registrar of Companies is as follows:

100, Everest, Marine Drive
Mumbai-400002
Phone: 022-22812627 / 22020295 / 22846954
Fax: 022-22811977
E-mail: roc.mumbai@mca.gov.in

## 27 DETAILS OF INVESTOR SERVICE CENTRE

27.1 In case of any query, the Eligible Shareholders may contact the Registrar to the Buyback at the following address:

**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.buyback2020@linkintime.co.in

Days & time of contact: Eligible Shareholders may contact on all Working Days during 11:00 a.m. (IST) to 5:00 p.m. (IST).

## 28 DETAILS OF THE MANAGER TO THE BUYBACK

**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
E-mail: tcs.buyback2020@jmfl.com

## 29 DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE OFFER DOCUMENT

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accept full responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on October 7, 2020:

**For and behalf of the Board of Directors of**

**TATA CONSULTANCY SERVICES LIMITED**

| | | |
|---|---|---|
| **Sd/-**<br>**Rajesh Gopinathan**<br>**CEO and Managing Director**<br>**DIN: 06365813** | **Sd/-**<br>**N. Ganapathy Subramaniam**<br>**Chief Operating Officer and Executive Director**<br>**DIN: 07006215** | **Sd/-**<br>**Rajendra Moholkar**<br>**Company Secretary**<br>**Membership Number: A8644** |

**Date: December 10, 2020**

## 30 OFFER FORM

30.1 Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).

30.2 Tender Form (for Eligible Shareholders holding Equity Shares in physical form).

30.3 Form No. SH-4 – Securities Transfer Form.