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Corporate Identity Number (CIN): L22210MH1995PLC084781; Tel: +91 22 6778 9595  
E-mail: investor.relations@tcs.com; Website: www.tcs.com

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## NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the resolution seeking approval for (i) Re-appointment of Mr. Rajesh Gopinathan as the Chief Executive Officer and Managing Director of the Company and (ii) Re-appointment of Mr. N. Ganapathy Subramaniam as the Chief Operating Officer and Executive Director of the Company, is proposed to be passed as an Ordinary Resolution by the Members of Tata Consultancy Services Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on March 10, 2022, has appointed Mr. P. N. Parikh (Membership No. FCS 327) and failing him Ms. Jigyasa Ved (Membership No. FCS 6488), of Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Friday, March 18, 2022 and ends at 5.00 p.m. (IST) on Saturday, April 16, 2022. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Tuesday, April 19, 2022.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website [www.tcs.com](http://www.tcs.com) and on the website of National Securities Depository Limited (“NSDL”) [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### RESOLUTION NO. 1:

#### RE-APPOINTMENT OF MR. RAJESH GOPINATHAN AS THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment and terms of remuneration of Mr. Rajesh Gopinathan (DIN 06365813), as the

Chief Executive Officer and Managing Director (“CEO & MD”) of the Company for a further period of five years with effect from February 21, 2022 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice for Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajesh Gopinathan.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

## **RESOLUTION NO. 2:**

### **RE-APPOINTMENT OF MR. N. GANAPATHY SUBRAMANIAM AS THE CHIEF OPERATING OFFICER AND EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment and terms of remuneration of Mr. N. Ganapathy Subramaniam (DIN 07006215) as the Chief Operating Officer and Executive Director (“COO & ED”) of the Company for a further period from February 21, 2022 to May 19, 2024 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice for Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. N. Ganapathy Subramaniam.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

**Sd/-**

**Pradeep Manohar Gaitonde**

Company Secretary

Membership No. ACS 7016

Mumbai, March 10, 2022

#### **Registered office:**

9th Floor, Nirmal Building,

Nariman Point, Mumbai 400 021

CIN: L22210MH1995PLC084781

Tel: +91 22 6778 9595

E-mail: [investor.relations@tcs.com](mailto:investor.relations@tcs.com)

Website: [www.tcs.com](http://www.tcs.com)

## **NOTES:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment are also annexed to this Notice.

3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

**If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) on Friday, April 8, 2022 to receive this Postal Ballot Notice by completing the process for registration of e-mail address as under:**

Click on the URL: [https://tcpl.linkintime.co.in/EmailReg/email\\_register.html](https://tcpl.linkintime.co.in/EmailReg/email_register.html)

- a. Select the Name of the Company from dropdown: Tata Consultancy Services Limited.
- b. Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number ("PAN"). In the event PAN details are not registered for physical folio, Member to enter one of the Share Certificate number.
- c. Enter Mobile number and e-mail ID.
- d. System generated One Time Password ("OTP") to be sent on mobile number and e-mail ID.
- e. Enter OTP received on mobile number and e-mail ID.
- f. Click on Submit button.
- g. On completing the above process your request will be accepted and request id will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.

For permanent registration of email, kindly contact your Depository Participant ("DP"), if shares are held in electronic form and Registrar and Share Transfer Agent, if shares are held in physical form.

Members may note that this Postal Ballot Notice will also be available on the Company's website <https://on.tcs.com/PBNoticereappointment>, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

4. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
5. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., Saturday, April 16, 2022.

**6. The instructions for remote e-voting are as under:**

- i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
- ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, March 11, 2022 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on Friday, March 18, 2022 and ends at 5.00 p.m. (IST) on Saturday, April 16, 2022. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
- iii. The Board of Directors of the Company has appointed Mr. P. N. Parikh (Membership No. FCS 327) and failing him Ms. Jigyasa Ved (Membership No. FCS 6488), of Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

- iv. The details of the process and manner for remote e-voting are explained herein below:





The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting for Individual shareholders holding securities in demat mode**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>A. NSDL IDeAS facility</b>  <b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.</li> <li>4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</li> <li>5. Click on options available against Company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>a. Option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>.</li> <li>b. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>c. Please follow steps given in points 1-5.</li> </ol> <p><b>B. e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li> <li>2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section</li> <li>3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol> <p><b>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</b></p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of <b>e-voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their DPs	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43

**B) Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered**.

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, PAN, name and registered address.
  - Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, home page of e-voting will open.

## Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- Select "EVEN" of Company, which is 119563 for which you wish to cast your vote during the remote e-voting period.
- Now you are ready for e-voting as the voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for Shareholders**

1. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [tcs.scrutinizer@gmail.com](mailto:tcs.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), toll free no: 1800 1020 990/1800 224 430.

## EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 (“Act”)

### Item No. 1

The Board of Directors, at its meeting held on January 12, 2017, had appointed Mr. Rajesh Gopinathan as the Chief Executive Officer and Managing Director (“CEO & MD”) for a period of five years with effect from February 21, 2017 to February 20, 2022.

Subsequently, at the Annual General Meeting of the Company held on June 16, 2017, the Members had approved the appointment and terms of remuneration of Mr. Rajesh Gopinathan as CEO & MD of the Company.

The Board of Directors, at its meeting held on October 8, 2021, based on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Rajesh Gopinathan, as CEO & MD of the Company for a further period of five years, with effect from February 21, 2022 to February 20, 2027, subject to the approval of the Members. The Audit Committee has approved the terms and conditions of his appointment, as he being key managerial personnel, is a related party as per Section 2(76) of the Act.

#### **Brief profile of Mr. Rajesh Gopinathan is as follows:**

Mr. Rajesh Gopinathan is the Chief Executive Officer and Managing Director of Tata Consultancy Services Limited since February 2017. Under his leadership, TCS strengthened its position with the revenues increasing from US \$17.6 billion in the financial year ended March 31, 2017 to US \$22.2 billion in the financial year ended March 31, 2021. During the aforesaid period, the Company’s market capitalization increased to INR 14.19 trillion (equivalent US \$190 billion). TCS is now ranked among the Top 3 most valuable brands in the IT Services sector globally according to the Brand Finance 2021 report.

Further details are given in the Annexure to this Postal Ballot Notice.

The Members are requested to consider re-appointment of Mr. Rajesh Gopinathan as CEO & MD for a term of 5 years with effect from February 21, 2022 up to February 20, 2027.

The main terms and conditions of appointment of Mr. Rajesh Gopinathan (hereinafter referred to as “CEO & MD”) are given below:

#### **A. Tenure of Appointment**

The appointment as CEO & MD is for a period of five years with effect from February 21, 2022.

#### **B. Nature of Duties**

a) The CEO & MD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the CEO & MD from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

#### **C. Remuneration**

##### **a) Basic Salary**

Basic Salary of ₹13,50,000 per month with effect from February 21, 2022; up to a maximum of ₹20,00,000 per month.

The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee (hereinafter called the “NRC”) and will be performance-based and take into account the Company’s performance as well, within the said maximum amount.



## **b) Benefits, Perquisites & Allowances**

Details of Benefits, Perquisites and Allowances are as follows:

- (i) Rent-free residential accommodation (partly furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation or house rent, house maintenance and utility allowances aggregating 85% of the Basic Salary (in case residential accommodation is not provided by the Company).
- (ii) Hospitalisation and major medical expenses, Car facility, Telecommunication facility and Housing loan facility as per Rules of the Company.
- (iii) Other perquisites and allowances given below subject to a maximum of 55% of the Basic Salary; this shall include medical allowance, leave travel concession / allowance and other allowances / personal accident insurance / club membership fees.
- (iv) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- (v) Leave and encashment of unavailed leave as per the Rules of the Company.

## **D. Commission**

In addition to Salary, Benefits, Perquisites, Allowances, the CEO & MD would be paid such remuneration by way of Commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the CEO & MD will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

## **E. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the CEO & MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission, subject to such further approvals as may be required.

## **F. Other terms of Appointment**

The CEO & MD shall enter into an Agreement containing, *inter alia*, the following terms:

- a) The CEO & MD shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- b) The terms and conditions of the appointment of the CEO & MD may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the CEO & MD, subject to such approvals as may be required.
- c) The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- d) The employment of the CEO & MD may be terminated by the Company without notice or payment in lieu of notice:
  - if the CEO & MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the CEO & MD of any of the stipulations contained in the Agreement.
- e) Upon the termination by whatever means of the CEO & MD's employment:
  - the CEO & MD shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and unless the Board of Directors of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company.

- the CEO & MD shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies.
- f) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the CEO & MD, unless specifically provided otherwise. ‘
- g) The terms and conditions of appointment of the CEO & MD also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.
- h) If at any time, the CEO & MD ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the CEO & MD and employee of the Company. In case of termination for any reason whatsoever, the CEO & MD will cease to be the Director and employee of the Company. Notwithstanding the above, the Board, may at its absolute discretion decide to continue him as a Director or an employee of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, the terms of appointment and remuneration of the CEO & MD as specified above are now being placed before the Members for their approval by way of an Ordinary Resolution. The Board commends the Resolution for approval by the Members.

Except Mr. Rajesh Gopinathan and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolutions set out in the Notice.

## **Item No. 2**

The Board of Directors, at its meeting held on January 12, 2017, had appointed Mr. N. Ganapathy Subramaniam as the Chief Operating Officer and Executive Director (“**COO & ED**”) of the Company for a period of 5 years from February 21, 2017 to February 20, 2022.

Subsequently, at the Annual General Meeting of the Company held on June 16, 2017, the Members had approved the appointment and terms of remuneration of Mr. N. Ganapathy Subramaniam as COO & ED of the Company.

The Board of Directors, at its meeting held on October 8, 2021, based on the recommendation of Nomination and Remuneration Committee, has re-appointed Mr. N. Ganapathy Subramaniam, as COO & ED of the Company for a further period from February 21, 2022 to May 19, 2024, as per the retirement age policy for Directors of the Company, subject to the approval of the Members. The Audit Committee has approved the terms and conditions of his appointment, as he being key managerial personnel and brother of Mr. N. Chandrasekaran, is a related party as per Section 2(76) of the Act.

### **Brief profile of Mr. N. Ganapathy Subramaniam is as follows:**

Mr. N. Ganapathy Subramaniam is the COO & ED of Tata Consultancy Services Limited since February 2017. Mr. N. Ganapathy Subramaniam has been instrumental in guiding the Company’s transformation towards enterprise agility, excellence and rigor in operations, risk and compliance, enterprise security besides strategic deployment of infrastructure and resources during the last 4+ years. He also manages several strategic client relationships, oversees some of the subsidiary’s business performance and drives our tools, patents, products and platforms portfolio.

Further details are given in the Annexure to this Postal Ballot Notice.

The Members are requested to consider re-appointment of Mr. N. Ganapathy Subramaniam as COO & ED for a further period from February 21, 2022 to May 19, 2024.

The main terms and conditions of appointment of Mr. N. Ganapathy Subramaniam are given below:

### **A. Tenure of Appointment**

The appointment as COO & ED is for a period from February 21, 2022 until May 19, 2024.

## **B. Nature of Duties**

The COO & ED shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Chief Executive Officer and Managing Director of the Company and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries, including performing duties as assigned to the COO & ED from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.

## **C. Remuneration**

### **a) Basic Salary**

Basic Salary of ₹12,50,000 per month with effect from February 21, 2022; up to a maximum of ₹20,00,000 per month.

The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

### **b) Benefits, Perquisites & Allowances**

Details of Benefits, Perquisites and Allowances are as follows:

- (i) Rent-free residential accommodation (partly furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation or house rent, house maintenance and utility allowances aggregating 85% of the basic salary (in case residential accommodation is not provided by the Company).
- (ii) Hospitalisation and major medical expenses, Car facility, Telecommunication facility and Housing loan facility as per Rules of the Company.
- (iii) Other perquisites and allowances given below subject to a maximum of 55% of the Basic Salary; this shall include medical allowance, leave travel concession / allowance and other allowances / personal accident insurance / club membership fees.
- (iv) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- (v) Leave and encashment of unavailed leave as per the Rules of the Company.

## **D. Commission**

In addition to Salary, Benefits, Perquisites, Allowances, the COO & ED would be paid such remuneration by way of Commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the COO & ED will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

## **E. Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the COO & ED, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission, subject to further approvals as may be required.

## **F. Other terms of Appointment**

The COO & ED shall enter into an Agreement containing, *inter alia*, the following terms:

- a) The COO & ED shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

- b) The terms and conditions of the appointment of the COO & ED may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the COO & ED, subject to such approvals as may be required.
- c) The Agreement may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- d) The employment of the COO & ED may be terminated by the Company without notice or payment in lieu of notice:
  - if the COO & ED is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the COO & ED of any of the stipulations contained in the Agreement.
- e) Upon the termination by whatever means of the COO & ED's employment:
  - the COO & ED shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167 (1)(h) of the Act and unless the Board of Directors of the Company decide otherwise, shall resign as trustee of any trusts connected with the Company.
  - the COO & ED shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies.
- f) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the COO & ED, unless specifically provided otherwise.
- g) The terms and conditions of appointment of the COO & ED also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.
- h) If at any time, the COO & ED ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the COO & ED and employee of the Company. In case of termination for any reason whatsoever, the COO & ED will cease to be the Director and employee of the Company. Notwithstanding the above, the Board, may at its absolute discretion decide to continue him as a Director or an employee of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions read with Schedule V to the Act, the terms of appointment and remuneration of the COO & ED as specified above are now being placed before the Members for their approval by way of an Ordinary Resolution. The Board commends the Resolution for approval by the Members.

Except Mr. N. Ganapathy Subramaniam, Mr. N. Chandrasekaran and their relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolutions set out in the Notice.

### Details of Directors seeking re-appointment

Particulars	Mr. Rajesh Gopinathan	Mr. N. Ganapathy Subramaniam
<b>Date of Birth and Age</b>	August 13, 1971 (50 years)	May 20, 1959 (62 years)
<b>Date of Appointment</b>	February 21, 2017	February 21, 2017
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>MBA - IIM, Ahmedabad</li> <li>Engineer, Regional Engg. College, Trichy</li> </ul>	Master's Degree in Mathematics
<b>Expertise in specific functional areas</b>	Wide experience in Information Technology	Wide experience in Information Technology
<b>Terms and Conditions of appointment and proposed remuneration to be paid</b>	Re-appointed as the CEO & MD for a further period of five years, from February 21, 2022 to February 20, 2027.  Terms and conditions of his re-appointment and proposed remuneration are specified in the resolution set out in the explanatory statement annexed to this Postal Ballot Notice.	Re-appointed as the COO & ED for a further period from February 21, 2022 up to May 19, 2024.  Terms and conditions of his re-appointment and proposed remuneration are specified in the resolution set out in the explanatory statement annexed to this Postal Ballot Notice.
<b>Remuneration last drawn</b>	Remuneration for the financial year 2020-21 was ₹20.37 crore which included Salary, Benefits, Perquisites, Allowances and Commission and does not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.	Remuneration for the financial year 2020-21 was ₹16.10 crore which included Salary, Benefits, Perquisites, Allowances and Commission and does not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.
<b>Number of Board meetings attended during the year (Financial Year 2021-22)</b>	Attended all five Board Meetings held during the year	Attended all five Board Meetings held during the year
<b>Directorships held in other companies</b>	-	Tata Elxsi Limited TCS Foundation Tata Communications Limited Tejas Networks Limited
<b>Memberships / Chairmanships of committees of other companies</b>	-	Tata Elxsi Limited <ul style="list-style-type: none"> <li>Nomination and Remuneration Committee</li> <li>Executive Committee</li> <li>Risk Management Committee</li> </ul>
<b>Number of Equity Shares held in the Company</b>	2,760 Equity Shares	197,760 Equity Shares

By Order of the Board of Directors

Sd/-

**Pradeep Manohar Gaitonde**

Company Secretary

Membership No. ACS 7016

Mumbai, March 10, 2022

**Registered office:**

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