

TCS/SE/175/2023-24

October 17, 2023

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai - 400051 Symbol - TCS BSE Limited P. J. Towers, Dalal Street, Mumbai - 400001 Scrip Code No. - 532540

Dear Sirs,

Sub: Newspaper Advertisement – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

This is further to our letter no. TCS/SE/173/2023-24 dated October 16, 2023, regarding:

- (i) Buyback of 4,09,63,855 fully paid-up Equity Shares of the Company.
- (ii) Appointment of Mr. Al-Noor Ramji (DIN 00230865) as a Non-Executive Independent Director for a term of five years from October 12, 2023 up to October 11, 2028.
- (iii) Re-appointment of Ms. Hanne Birgitte Breinbjerg Sorensen (DIN 08035439) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.
- (iv) Re-appointment of Mr. Keki Minoo Mistry (DIN 00008886) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.

Page 1 of 2

TATA CONSULTANCY SERVICES

TATA Consultancy Services Limited



Pursuant to Regulation 30 read with Schedule III Part A Para A of SEBI Listing Regulations, we hereby enclose copies of newspaper advertisement regarding Postal Ballot Notice and e-voting Information published in the following newspapers:

- 1. Business Standard (English)
- 2. Free Press Journal (English)
- 3. Navshakti (Marathi)

This is for your information and record.

Yours faithfully, For **Tata Consultancy Services Limited**

Pradeep Manohar Gaitonde Company Secretary

Encl: As above

Page 2 of 2

TATA CONSULTANCY SERVICES

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TATA CONSULTANCY SERVICES LIMITED

POSTAL BALLOT NOTICE AND E-VOTING INFORMATION

NOTICE is hereby given that the Company is seeking approval of its Members by way of Special Resolutions, as approved by the Board of Directors of the Company at its meeting held on October 11, 2023, for:

- (i) Buyback of up to 4,09,63,855 (Four crore nine lakh sixty three thousand eight hundred and fifty five) fully paid-up Equity Shares of face value of ₹1 each, representing 1.12% of the total issued and paid-up equity share capital, at a price of ₹4,150 (Rupees four thousand one hundred and fifty only) per Equity Share, subject to any increase to the Buyback Offer Price as may be approved by the Board/Buyback Committee, payable in cash for an aggregate consideration not exceeding ₹17,000 crore (Rupees seventeen thousand crore only), excluding transaction costs, applicable taxes and other incidental and related expenses, on proportionate basis, through Tender Offer route through Stock Exchange mechanism.
- (ii) Appointment of Mr. Al-Noor Ramji (DIN 00230865) as a Non-Executive Independent Director for a term of five years from October 12, 2023 up to October 11, 2028.
- (iii) Re-appointment of Ms. Hanne Birgitte Breinbjerg Sorensen (DIN 08035439) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.
- (iv) Re-appointment of Mr. Keki Minoo Mistry (DIN 00008886) as a Non-Executive Independent Director for a second consecutive term of five years from December 18, 2023 up to December 17, 2028.

The aforesaid buy-back is in accordance with the provisions of the Companies Act, 2013 and rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time, read with Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with Circulars CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 8, 2023, as set out in the Postal Ballot Notice dated October 11, 2023.

The Postal Ballot Notice is available on the websites of the Company (www.tcs.com), National Securities Depository Limited ("NSDL") (www.evoting.nsdl.com) and the stock exchanges where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") (www.bseindia.com) and National Stock Exchange of India Limited ("NSE") (www.nseindia.com)

In compliance with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, the Company has sent the Postal Ballot Notice on October 16, 2023, only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on October 6, 2023 ("Cut-off date"). A person who is not a Member as on the Cut-off date shall treat this Notice for information purposes only.

The Company has engaged the services of NSDL to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, October 17, 2023 and ends at 5.00 p.m. (IST) on Wednesday, November 15, 2023. The e-voting module shall be disabled by NSDL thereafter. 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 the Cut-off date. The communication of assent or dissent of the Members would take place only through the remote e-voting system. Only those Members whose names are recorded in the Register of Members of the Company or 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. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

The Members whose e-mail address is not registered with the Company/Depositories, to receive the Postal Ballot Notice may register on or before 5:00 p.m. (IST) on Wednesday, November 8, 2023 by clicking the link: https://tcpl.linkintime.co.in/EmailReg/email_register.html and completing the registration process as guided therein.

For details relating to e-voting, please refer to the Postal Ballot Notice. In case of any queries, you may refer the Frequently Asked Questions for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com. For any grievances connected with facility for e-voting, please contact Ms. Snehal Bhame, Assistant 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, contact at: +91 22 2499 7000/+91 22 4886 7000.

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, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The result of the Postal Ballot will be announced at or before 5:00 p.m. (IST), Friday, November 17, 2023. The said results along with the Scrutinizer's Report would be intimated to BSE and NSE and will also be uploaded on the Company's website www.evoting.nsdl.com.

For TATA CONSULTANCY SERVICES LIMITED

Sd/-Pradeep Manohar Gaitonde Company Secretary

Place : Mumbai

Date : October 16, 2023

Registered Office:

9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021 Corporate Identity Number (CIN): L22210MH1995PLC084781

Tel: +91 22 6778 9595

Email: <u>investor.relations@tcs.com</u> Website: <u>www.tcs.com</u>

77

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- Buyback of up to 4.09.63.855 (Four crore nine lakh sixty three thousand eight hundred and fifty five) fully paid-up Equity Shares of face value of ₹1 each, representing 1.12% of the total issued and paid-up equity share capital, at a price of ₹4.150 (Rupees four thousand one hundred and fifty only) per Equity Share. subject to any increase to the Buyback Offer Price as may be approved by the Board/Buyback Committee, payable in cash for an aggregate consideration not exceeding \$17,000 crore (Rupees seventeen thousand crore only), excluding transaction costs, applicable taxes and other incidental and related expenses, on proportionate basis, through Tender Offer route through Stock Exchange mechanism.
- Appointment of Mr. Al-Noor Ramii (DIN 00230865) as a Non-Executive Independent Director for a term of five years from October 12, 2023 up to October 11, 2028.
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For TATA CONSULTANCY SERVICES LIMITED

Sd/-Pradeep Manohar Gaitonde Company Secretary

Place: Mumbai

Date: October 16, 2023

Registered Office:

9th Floor, Nirmal Building, Nariman Point, Mumbai 400 021 Corporate Identity Number (CIN): L22210MH1995PLC084781 Tel: +91 22 6778 9595

Email: investor.relations@tcs.com Website: www.tcs.com



TATA CONSULTANCY SERVICES LIMITED

टपाल मतदानाची सूचना आणि ई-व्होटींगची माहीती

याद्वारे सूचना देण्यात येते की, कंपनीच्या संचालक मंडळाने त्यांच्या ११ ऑक्टोबर, २०२३ रोजी झालेल्या बैठकीत मंजुर केल्याप्रमाणे पुढील बाबींसाठी कंपनीला विशेष ठरावांच्या माध्यमातून तिच्या सभासदांची मंजुरी हवी आहे.

- (i) स्टॉक एक्सचेंज मेकॅनिझम मार्फत निविदा प्रस्ताव मार्गाने सप्रमाण तत्वावर देवाणघेवाणखर्च, प्रयोज्यकर आणि अन्य अनुषंगिक आणि संबंधित परिव्यय वगळून जास्तीत जास्त रू. १७,००० कोटी (रुपये सतरा हजार कोटी मात्र) पर्यंत एकूण मोब दत्यासाठी रोखीने देय, संचालक मंडळ/बायबॅक किमटी मंजुरी देईल अशा बायबॅक प्रस्ताव किमतीमधील कोणत्याही वाढीच्या अधीन प्रति समभाग रू. ४,१५० (रुपये चार हजार एकशे पन्नास मात्र) च्या किमतीस एकूण निर्गमित आणि भरणा झालेल्या समभाग भांडवलाच्या १.१२% असलेल्या प्रत्येक रू. १ दर्शनी मूल्याच्या ४,०९,६३,८५५ (चार कोटी नऊ लाख त्रेसष्ठ हजार आठशे पंचावन) संपूर्ण भरणा झालेल्या समभागांचे बायबॅक.
- (ii) १२ ऑक्टोबर, २०२३ पासून ११ ऑक्टोबर, २०२८ पर्यंत पाच वर्षा च्या कालावधीसाठी एक बिगर कार्यकारी स्वतंत्र संचालक म्हणून श्री. अल-नूर रामजी (डीआयएन: ००२३०८६५) यांची नियुक्ती.
- (iii) १८ डिसेंबर, २०२३ पासून १७ डिसेंबर, २०२८ पर्यंत पाच वर्षांच्या सलग दुसऱ्या मुद्रांसाठी एक बिगर कार्यकारी स्वतंत्र संचालक म्हणून नीमती हान्ने बीरगीट्टे ब्रोईनब्जेर्ग सोरेन्सेन (डीआयएन ०८०३५४३९) यांची पुनर्नियुक्ती.
- (iv) १८ डिसेंबर, २०२३ पास्न १७ डिसेंबर, २०२८ पर्यंत पाच वर्षांच्या सलग दुसऱ्या मुदतीसाठी एक बिगर कार्यकारी स्वतंत्र संचालक म्हणून श्री. केकी मिनू मिस्त्री (डी.आयएन: ००००८८८६) यांची पुनर्नियुक्ती.

उपरोक्त बायबॅक हे कंपनी अधिनियम, २०२३ च्या तरतुदी आणि त्याअंतर्गत बनवलेले नियम, सिक्युरीटीज अँड एक्सचेंज बोर्ड ऑफ इंडिया (लिस्टींग ऑब्लीगेशन्स अँड डिस्क्लोजर रिक्वायरमेंटस) रेग्युलेशन्स, २०१५, वेळोवेळी सुधारित सिक्युरिटीज अँड एक्सचेंज बोर्ड ऑफ इंडिया (बाय-बॅक ऑफ सिक्युरिटीज) रेग्युलेशन्स, २०१८ सहवाचता ११ ऑक्टोबर, २०२३ दिनांकित टपाल मतदान स्चनेत मांडल्याप्रमाणे ९ डिसेंबर, २०१६ दिनांकित सर्क्युलर्स सीएफडी/डीसीआर२/सीआयआर/पी/२०१६/१३१, १३ ऑगस्ट, २०२१ दिनांकित सेबी/एचओ/सीएफडी/डीसीआर-॥/सीआयआर/पी/२०२१/६१५ आणि ८ मार्च, २०२३ दिनांकित सेबी/एचओ/सीएफडी/पीओडी-२/पी/सीआयआर/२०२३/३५ नुसार आहे.

टपाल मतदानाची सूचना कंपनीची वेबसाईट (www.tcs.com), नॅशनल सिक्युरिटीज डिपॉझिटरी लिमिटेड (''एनएसडीएल'') (www.evoting.nsdl.com) आणि कंपनीचे समभाग जेथे सूचिबघ्द आहेत त्या स्टॉक एक्सचेंजेसच्या वेबसाईटस म्हणजेच बीएसई लिमिटेड (''बीएसई'') (www.bseindia.com) आणि नॅशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड (''एनएसई'') (www.nseindia.com) वर उपलब्ध आहे.

निगम व्यवहार मंत्रालयाने जारी केलेल्या ८ एप्रिल, २०२० दिनांकित जनरल सर्क्युलर क्र. १४/२०२०, १३ एप्रिल, २०२० दिनांकित १७/२०२० आणि ह्या संदर्भात जारी केलेली त्या नंतरची सर्क्युलर्स, अगदी अल्किडेच २५ डिसेंबर, २०२३ दिनांकित ९/२०२३ च्या अनुपालनात कंपनीने ज्यांचे ई–मेल अँड्रेसेस कंपनी/डिपॉझिटरीजकडे नोंदवले आहेत आणि ज्यांची नावे ६ ऑक्टोबर, २०२३ (''कट–ऑफ डेट'') रोजीस कंपनीच्या सभासदांच्या नोंदवहीत किंवा डिपॉझिटरीजने वेवल्लेया लाभार्थी मालकांच्या नोंदवहीत नोंदवली असतील त्या सभासदांना फक्त इलेक्ट्रॉनिक माध्यमातन १६ ऑक्टोबर, २०२२ रोजी टपाल मतदान सूचना पाठवली आहे. जी व्यक्ती कट–ऑफ डेट गेजीस सभासद नसेल तीने ही सूचना फक्त माहितीबाठी दिल्यांचे समजावे.

कंपनीने तिच्या सभासदांना रिमोट ई-व्होटींगची सुविधा पुरवण्यासाठी एनएसडीएलच्या सेवा नियुक्त केल्या आहेत. रिमोट ई-व्होटींगचा कालावधी मंगळवार, १७ ऑक्टोबर, २०२३ रोजी स. ९.०० वा. (भाप्रवे) सुरू होईल आणि बुधवार, १५ नोव्हेंबर, २०२३ रोजी सं. ५.०० वा. (भाप्रवे) संपेल. त्यानंतर एनएसडीएल कडून ई-व्होटींग मॉड्युल निष्क्रीय केले बाईल. सभासदांचे मतदान अधिकार, कट-ऑफ डेट रोजीस कंपनीच्या भरणा झालेल्या समभाग भांडवलात त्यांनी धारण केलेल्या शेअर्सच्या प्रमाणात असतील. सभासदांना होकार किंवा नकराचे दळणवळण फक्त रिमोट ई-व्होटींग सिस्टीम मार्फत होईल. फक्त कट-ऑफ डेट रोजीस ज्यांची नावे कंपनीच्या सभासदांच्या नोंदवहीत किंवा डिऑझिटरीजनी ठेवलेल्या लाभार्थी मालकांच्या नोंदवहीत नोंदवलेली असतील तेच सभासद रिमोट ई-व्होटींगने त्यांची मते देण्यास हक्कदार असतील. सभासदाने एकदा का ठरावावर मत दिले की, त्यानंतर त्याला/तीला त्यांत

टपाल मतदान सूचना प्राप्त नाहीत ते सभासद लिंक (https://:tcpl.linkintime.co.in/EmailReg/email_register.html), वर क्लिक करून आणि त्यात सांगितलेल्या प्रमाणे नोंदणी प्रक्रिया पूर्ण करून बुधवार, ८ नोव्हेंबर, २०२३ रोजी सं. ५.०० वा. (भाप्रवे) किंवा त्यापूर्वी ते नोंदवू शकतात.

ई-व्होटींगशी संबंधात तपशिलांसाठी, कृपया टपाल मतदानाची सूचना बघावी. कोणत्याही चौकशीसाठी तुम्ही <u>www.evoting.nsdl.com</u> च्या डाऊनलोड सेक्शन येथे उपलब्ध भागधारकांसाठी फ्रिक्वंटली आस्कड क्वेश्चन्स आणि भागधारकांसाठी ई-व्होटींग युजर मॅन्युअल पाह् शकता. ई-व्होटींग सुविधेशी संबंधित कोणत्याही तक्रारींसाठी कृपया श्रीमती स्नेहल भामे, असिस्टांट मॅनेजर, एनएसडीएल, ४ था मजला, 'ए' विंग, ट्रेड वर्ल्ड, कमला मील्स कंपाऊंड, सेनापती बापट मार्ग, लोअर परळ, मुंबई-४०००१३ वेथे संपर्क साधू शकता. ई-मेल: <u>evoting@nsdl.co.in</u>, संपर्क क्र. +९१२२ २४९९ ७०००/+ ९१ २२ ४८८६

कंपनीच्या संचालक मंडळाने, सुरळीत आणि पारदर्शक पध्दतीने रिमोट ई-व्होटींग प्रक्रियेमार्फत टपाल मतदान आयोजित करण्यासाठी तपासणी अधिकारी म्हणून पारिख अँड असासिएटस्, व्यावसायीक कंपनी सेक्नेटरीजच्या श्री. जी. एन. पारिख (सभासदत्व क्र. एफसीएस ३२७) आणि ते नसल्यास श्रीमती जिग्यासा वेद (सभासद क्र.एफसीएस ६४८८) यांची नियुक्ती केली आहे.

टपाल मतदानाचे निकाल शुक्रवार, १७ नोव्हेंबर, २०२३ रोजी सं. ५.०० वा. किंवा त्यापूर्वी (भाप्रवे) घोषित केला जाईल. तपासणी अधिकाऱ्यांच्या अहवालासह सद्र निकाल बीएसई आणि एनएसईला कळवले जातील आणि कंपनीची वेबसाईट <u>www.tcs.com</u> वर आणि एसएसडीएलची वेबसाईट <u>www.evoting.nsdl.com</u> वर अपलोड देखील केले जातील.

टाटा कन्सल्टन्सी सर्व्हिसेस लिमिटेडसाठी

सही/-प्रदीप मनोहर गायतोंडे कंपनी सेक्रेटरी

ठिकाण: मुंबई दिनांक: १६ ऑक्टोबर, २०२३ नोंदणीकृत कार्यालय: ९ वा मजला, निर्मल बिल्डिंग, नां

९ वा मजला, निर्मल बिल्डिंग, नरिमन पॉईंट, मुंबई-४०० ०२१.

कॉर्पोरेट आयडेन्टिटी नंबर (सीआयएन): एलर २२१०एमए च१९९५पीएलसी०८४७८१

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