## **TENDER FORM FOR ELIGIBLE SHAREHOLDERS**

## FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

	FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR EQUITY SHAREHOL	DER:
Bid Number:	BUYB	ACK (
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Date:	For De	:

BUYBACK OPENS ON:		Friday, December 1, 2023		
<b>BUYBACK CLOSES ON</b>	l:	Thursday, December 7, 2023		
For Registrar/collecti	on centre	use		
Inward No.	Date		Stamp	
Status (Please tick ap	propriate	box)		
Individual		Foreign Portfolio Investor (FPI)	Insurance Company	
Foreign Company		Non-Resident Indian (NRI)/ Overseas Corporate Body (OCB)	Foreign Venture Capita Investor (FVCI)	al
Body Corporate		Bank/Financial Institution (FI)	Pension Fund/Provide Fund (PF)	nt
Venture Capital Fund (V	CF)	Partnership/Limited Liability Partnership (LLP)	Others (specify)	
Mutual Fund		Other Qualified Institutional Buyer (QIB)	Other Non-Institution (NIB)	Bidder
<b>India Tax Residency S</b>	tatus: (P	lease tick appropriate	box)	
Resident in India		Non-Resident in India	Resident of(Shareholder to fill the country of	ıf

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## The Board of Directors

C/o. Link Intime India Private Limited C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India Tel: 8108114949; Fax: +91 22 4918 6195

Dear Sir/Madam,

Sub: Letter of Offer dated November 28, 2023 to Buyback up to 4,09,63,855 (Four crore nine lakh sixty three thousand eight hundred and fifty five) Equity Shares of Tata Consultancy Services Limited ("Company") at a price of ₹4,150 (Rupees four thousand one hundred and fifty only) per Equity Share ("Buyback Price"), payable in cash ("Buyback")

- 1. I/We (having read and understood the Letter of Offer dated November 28, 2023) hereby tender/offer my/our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- 2. I/We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share certificates.
- 3. I/We hereby affirm that the Equity Shares comprised in this tender/offer are offered for Buyback by me/us free from all liens, equitable interest, charges and encumbrance.
- 4. I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares for Buyback Offer and that I/we am/are legally entitled to tender the Equity Shares for Buyback.
- 5. I/We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- 6. I/We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder as mentioned below in Sr. no. 16.
- 7. I/We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me/us.
- 8. I/We authorize the Company to return share certificate in case none of the equity shares are not accepted by the Company in the Buyback.
- 9. I/We authorize the Company to issue a Letter of Confirmation ("LOC") for the unaccepted Equity shares in case only a portion of the physical shares held by me/us is accepted in the Buyback.
- 10. I/We acknowledge that the responsibility to discharge the tax due on any gains arising on buyback is on me/us. I/We agree to compute appropriate gains on this transaction and immediately pay applicable taxes and file tax return in consultation with my/our custodians/authorized dealers/tax advisors appropriately.
- 11. I/We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me/us on buyback of shares. I/We also undertake to provide the Company, the relevant details in respect of the taxability/non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- 12. Details of Equity Shares held and tendered/offered for Buyback

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (November 25, 2023)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

**Note:** An Eligible Shareholder may tender Equity Shares over and above his/her/its Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance. The signature on the Transfer deed (Form SH-4) should match with the signature recorded/registered with the records of the Company/Registrar.

Tear along this line Acknowledgement Slip: TCS Buyback Offer 2023	
(to be filled by the Eligible Shareholder) (subject to verificat	ion)
-olio No. :	
Received from Name of the Shareholder(s):	
Form of Acceptance-cum-Acknowledgement, Original TRS along with:	
No. of Equity Shares offered for Buyback (In Figures):	STAMP OF BROKER
In Words) :	
Please quote Folio No. for all future correspondence :	

13. Details of Share Certificate(s) enclosed: Total No. of Share Certificates Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinct	No. of Shares	
			From	То	
1					
2					
3					
4					
Total					

In case the number of folios and share certificates enclosed exceed 4 nos., please attach a separate sheet giving details in the same format as above.

14. Details of the bank account of the sole or first Shareholder for payment of consideration (to be mandatorily filled):

	Name of the Bank	Branch and City	IFSC	and MICR Code	Account Number (indicate type of account)
15.	Details of other Documents (Please	e $$ as appropriate, if applicable) enc	losed:		
	Power of Attorney			Corporate authorisation	on
	Succession Certificate			Death Certificate	
	Self-attested copy of the Pe	ermanent Account Number (PAN)		TRS	
	Others (please specify)			Previous RBI approvals	s for acquiring the Equity Shares tendered in the Buyback
16.	Equity Shareholders Details:			-	

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

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

17. **Applicable only for all Non-resident shareholders** - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, and the rules and regulations framed there under ("FEMA Regulations"), for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India/ We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me/us/We undertake to pay applicable income taxes in India on any income arising on such Buyback and taxable in accordance with the prevailing income tax laws in India within 7th day of the succeeding month in which the shares are bought back by the Company. I/We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/us to the extent the same is taxable in India.

## INSTRUCTIONS

- The Buyback will open on Friday, December 1, 2023 and close on Thursday, December 7, 2023.
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- 3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before Thursday, December 7, 2023 by 5 p.m. (IST) (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Share Transfer deed (Form SH-4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
- 4. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Seller is deceased; and (iii) Necessary corporate authorisations, such as board resolutions etc., in case of companies.
- 5. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
- 6. For the Clearing Corporation to make a payout of more than ₹50,00,00,000 (Rupees fifty crore only), a Legal Entity Identifier (LEI) number of the Eligible Shareholder will have to be provided. Accordingly, an Eligible Shareholder who is tendering share of value more than ₹50,00,00,000 (Rupees fifty crore only) will have to provide such Eligible Shareholder's LEI number with the relevant supporting documents such as the LEI registration certificate to the Registrar on an email at tcs.buyback2023@linkintime.co.in latest by 5 p.m. (IST) on the Buyback Closing Date.
- Eligible Shareholders to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on the Record Date.

- All documents sent by the Stock Broker/ custodian/Eligible Shareholder will be at their own risk and the Stock Broker/ custodian/ Eligible Shareholder is advised to adequately safeguard their interests in this regard.
- 9. For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to the section entitled "Procedure for Tender Offer and Settlement" of the Letter of Offer 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 enclosed with the Tender Form instead of the Equity Share certificate 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 does not receive the Equity Share certificate or other relevant documents by 5:00 p.m. (IST) on the Buyback Closing date; (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; (vi) In case the Transfer Form SH-4 is not witnessed.
- 10. The Equity Shares tendered in the Buyback shall be rejected for the following reasons in addition to the point number 10 mentioned above (i) if the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid
- 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.
- 12. 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.
- Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.

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

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:

Investor Service Centre: TCS Buyback Offer 2023

Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India

Tel: 8108114949; Fax: +91 22 4918 6195; Email: tcs.buyback2023@linkintime.co.in; Website: www.linkintime.co.in

Contact Person: Mr. Ajit Patankar

Investor Grievance Id: <a href="mailto:tcs.buyback2023@linkintime.co.in">tcs.buyback2023@linkintime.co.in</a>
SEBI Registration Number: INR000004058
Corporate Identity Number: U67190MH1999PTC118368