Notice is hereby given that the thirtieth Annual General Meeting ("AGM") of Tata Consultancy Services Limited ("the Company" or "TCS") will be held on Thursday, June 19, 2025, at 3:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business

1. To receive, consider and adopt:

   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

2. To confirm the payment of Interim Dividends (including a special dividend) on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year ended March 31, 2025.

3. To appoint a Director in place of Aarthi Subramanian (DIN 07121802), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business

4. **To appoint Aarthi Subramanian as a Whole-time Director designated as "Executive Director - President and Chief Operating Officer"**

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

   "RESOLVED THAT pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for appointment and terms of remuneration of Aarthi Subramanian (DIN 07121802) as a Whole-time Director designated as "Executive Director - President and Chief Operating Officer" of the Company for a period of five years commencing from May 1, 2025 to April 30, 2030, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her 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 Aarthi Subramanian."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after 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."

5. **To appoint Secretarial Auditors of the Company**

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

   "RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, Parikh & Associates, Practising Company Secretaries (Firm Registration Number P1988MH009800) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

6. To approve material related party transactions with Tata Capital Limited

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

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Tata Capital Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding ₹5,300 crore, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. To approve material related party transactions with Tata Capital Housing Finance Limited

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

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Tata Capital Housing Finance Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding ₹5,000 crore, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred

to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this Resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

8. To approve material related party transactions with Tejas Networks Limited

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

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Tejas Networks Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations during financial year 2025-26, for an aggregate value not exceeding ₹5,000 crore, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this Resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

9. To approve material related party transactions with Jaguar Land Rover Limited

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

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Jaguar Land Rover Limited, a related party pursuant to Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26, for an aggregate value not exceeding ₹4,400 crore, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this Resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

10. To approve material related party transactions with Tata Consultancy Services Japan, Ltd. (a non-wholly owned subsidiary)

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

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Tata Consultancy Services Japan, Ltd., a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2025-26 for an aggregate value not exceeding ₹2,500 crore, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this Resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

Notes:

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. *[General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars"]*

2. The Explanatory Statement setting out material facts concerning the business under Item Nos. 4 to 10 of the Notice is annexed hereto. *[Section 102 of the Companies Act, 2013 ("Act")]*

   Further, the relevant details with respect to "Director seeking appointment and re-appointment at this AGM" are also provided as **Annexure A**. *[Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]*

3. Notice of the AGM along with the Integrated Annual Report for financial year ("FY") 2024-25 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories"). *[SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as "SEBI Circulars"]*

   The Notice and Integrated Annual Report FY 2024-25 is available on the following websites (a) Company - https://on.tcs.com/TCS-30th-AGM (b) BSE Limited - www.bseindia.com (c) National Stock Exchange of India Limited - www.nseindia.com and (d) NSDL- https://www.evoting.nsdl.com

4. **Registration for receiving Notice of the AGM and Integrated Annual Report:**

   Members whose e-mail IDs are not registered with the Company or Depositories may register the same on or before 5.00 p.m. (IST) on Thursday, June 12, 2025, to receive Notice of this AGM and Integrated Annual Report for FY 2024-25:

   a) Click on the URL: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and select 'Tata Consultancy Services Limited' from the drop down.

   b) Enter DP ID and Client ID (for shares held in electronic form) / Folio No. and Certificate No. (for shares held in physical form), Shareholder name, PAN, Mobile No. and e-mail ID. Then click on 'Continue' button.

   c) Enter the system generated One Time Password ("OTP") received on Mobile No. and e-mail ID, then click on "Submit" button. The request ID will be generated.

   E-mail ID registered is for limited purpose of sending the Notice and the Integrated Annual Report FY 2024-25.

5. Institutional shareholders/Corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail ID to tcs.scrutinizer@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders/Corporate shareholders can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.

6. Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum. *[Section 103 of the Act]*

7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Thursday, June 12, 2025 (cut-off date) will be entitled to vote during the AGM.

9. **Registrar and Transfer Agent ("RTA"):**

   The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

10. **Final Dividend for FY 2024-25:**

    The Board of Directors at its meeting held on April 10, 2025, has recommended a Final Dividend of ₹30 per equity share. The Record Date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM, is Wednesday, June 4, 2025.

    If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on Tuesday, June 24, 2025, as under:

    i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Wednesday, June 4, 2025.

    ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, June 4, 2025.

11. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. *[SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]*

12. **Tax Deducted at Source ("TDS") on dividend:**

For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/ RTA (if shares are held in physical mode).

To avail exemption of TDS, shareholders are requested to submit required documents/declaration by e-mail to TCSexemptforms2526@in.mpms.mufg.com or upload the documents on https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html by 11.59 p.m. (IST) on Thursday, May 29, 2025. Members may also refer the e-mail sent to their registered e-mail ID for more details on submission of exemption documents.

Category of Shareholder	Document(s) to be submitted/ uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	i. Form No. 15G or ii. Form No. 15H
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	i. No Permanent Establishment Declaration ii. Beneficial Ownership Declaration iii. Tax Residency Certificate iv. Copy of electronically filed Form 10F v. Any other document which may be required

**If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 206AA of the Income Tax Act, 1961]*

13. **eTDS Portal:**

The Company has introduced eTDS Portal for Members to download their TDS certificates. Members may visit https://on.tcs.com/eTDS-portal to avail this facility.

Members may also refer to Frequently Asked Questions ("FAQs") on Taxation of Dividend Distribution at https://on.tcs.com/Investor-FAQs.

14. **Unclaimed Dividends and IEPF:**

Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 for claiming the dividend and/or shares available on www.mca.gov.in. For further details, please refer to Corporate Governance Report which forms part of this Integrated Annual Report and FAQs of investor page on Company's website https://on.tcs.com/Investor-FAQs. The procedure for claiming the shares from IEPF Authority is available on https://on.tcs.com/IEPF-procedure-for-claiming.

15. **Members to intimate change in their details:**

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

a. **For shares held in electronic mode:** to their DPs

b. **For shares held in physical mode:** to the Company/RTA in prescribed Form ISR-1 and other forms. *[SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]*

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. *[Section 72 of the Act]*

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://on.tcs.com/Investor-FAQs. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

16. **Dematerialization of shares:**

SEBI has mandated the Listed Companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at https://on.tcs.com/Investor-FAQs and RTA at https://in.mpms.mufg.com/. *[SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024]*

 # Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. *[Regulation 40(1) of the SEBI Listing Regulations]*

17. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated share certificate will be issued in dematerialized form only.

18. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on investor.relations@tcs.com latest by Wednesday, June 18, 2025, from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.

19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investor.relations@tcs.com

20. **Dispute Resolution:**

SEBI has established a common Online Dispute Resolution Portal ("ODR Portal- https://smartodr.in/login") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website https://on.tcs.com/ODRPortal *[SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023]*

21. **Instructions for e-voting and joining the AGM are as follows:**

(A) VOTING THROUGH ELECTRONIC MEANS

i. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. *[Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations 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"]*

ii. The remote e-voting period commences on Sunday, June 15, 2025 from 9.00 a.m. (IST) and ends on Wednesday, June 18, 2025 till 5.00 p.m. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, June 12, 2025, i.e. cut-off date, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Sunday, June 15, 2025 to Wednesday, June 18, 2025 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

iii. Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

v. The Board of Directors has appointed P N Parikh (Membership No. FCS 327) and failing him, Jigyasa Ved (Membership No. FCS 6488) of Parikh & Associates, Practising Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote.

In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode."

vii. The way to vote electronically on NSDL e-voting system consists of "Two Steps" as mentioned below:

Step 1: Login for e-voting system

Step 2: Casting of votes for Resolutions.

For ease of understanding, the Members may refer the chart for e-voting and joining the virtual AGM as provided in **Annexure B** which forms part of this Notice. The below QR code can also be scanned to view the chart along with detailed procedure:

Details on Step 1 are mentioned below :

I) Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in dematerialized 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 Entities", 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 dematerialized mode is given below:

Login Method

For Individual Shareholders holding securities in dematerialized mode with NSDL

A. OTP based login

1. For OTP based login click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
2. Enter your 8- character DP ID, 8- digit Client Id, PAN, Verification code and generate OTP.
3. Enter the OTP received on your registered email ID/mobile number and click on login.
4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
5. Click on Company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

B. NSDL IDeAS facility

If you are already registered, follow the below steps

1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.
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.
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.
5. Click on options available against Company name or e-Voting service provider- NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

If you are not registered, follow the below steps

a. Option to register is available at https://eservices.nsdl.com.

b. Select "Register Online for IDeAS" Portal or click at https://on.tcs.com/NSDLRegn.

c. Please follow steps given above in points 1-5.

Login Method
C. e-voting website of NSDL 1. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. 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. 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 or joining virtual meeting and e-voting during the meeting. D. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.
For Individual Shareholders holding securities in dematerialized mode with CDSL 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users who login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use the existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
For Individual Shareholders (holding securities in demat mode) login through their DPs 1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 2. 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. 3. 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 or joining virtual meeting and e-voting during the meeting.

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

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

Login type	Helpdesk details
Securities held with NSDL	Members facing any issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

II) Login method for e-voting and joining virtual meeting for shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you login to NSDL e-services 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 EVEN is 123456 and folio number is 001*** then User ID is 123456001***

6. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
   b) 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) 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 in your mailbox from evoting@nsdl.com. 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'.

      (ii) In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in this Notice.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) 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.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, PAN, name and registered address.

d) 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.

Details on Step 2 are given below:

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

1. 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 and general meeting is in active status.
2. Select "EVEN" of Company, which is 133724 for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. 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.
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. 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.
2. In case of any queries related to e-voting, you may refer the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of https://www.evoting.nsdl.com or call on +91 22 48867000 or send the request to Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com
3. Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing demat account number/Folio number, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
4. The instructions for Members for e-voting on the day of the AGM are mentioned in point number 21(A).

(B) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/OAVM link placed under Join meeting menu against the Company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu.

   Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com or +91 22 48867000 or contact Amit Vishal, Deputy Vice President - NSDL at evoting@nsdl.com or Sanjeev Yadav, Assistant Manager- NSDL at sanjeevy@nsdl.com

4. **Registration as speaker shareholder:**

   Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at tcsagm.speakers@tcs.com from Thursday, June 12, 2025 (9:00 a.m. IST) to Saturday, June 14, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tcs.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By order of the Board of Directors

Yashaswin Sheth
Company Secretary
Membership No. ACS 15388

Mumbai, May 7, 2025

Registered Office:
9th Floor, Nirmal Building, Nariman Point,
Mumbai 400 021
CIN: L22210MH1995PLC084781
Tel: +91 22 6778 9595
Email: investor.relations@tcs.com
Website: www.tcs.com

Explanatory Statement

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 10 of the accompanying Notice:

Item No. 4:

To appoint Aarthi Subramanian as a Whole-time Director designated as "Executive Director - President and Chief Operating Officer"

The Board of Directors, at its meeting held on April 10, 2025, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Aarthi Subramanian as a Whole-time Director designated as "Executive Director - President and Chief Operating Officer" (hereinafter referred to as "Executive Director") of the Company, for a period of five years commencing from May 1, 2025 to April 30, 2030, subject to approval of the Members.

Upon her appointment, Aarthi Subramanian would be considered as a Key Managerial Personnel ("KMP") pursuant to Section 203 of the Act and will be liable to retire by rotation pursuant to Section 152(6) of the Act.

Aarthi Subramanian has confirmed that she is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. Aarthi Subramanian has provided her consent for such appointment and has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

Relevant details of her appointment is given in Annexure A to this Notice. The main terms and conditions of the appointment of Aarthi Subramanian, forming part of the Agreement to be executed, are given below:

A. Tenure of Appointment

The appointment as an Executive Director is for a period of five years commencing from May 1, 2025 to April 30, 2030.

B. Nature of Duties

Aarthi Subramanian shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Chief Executive Officer and Managing Director of the Company and/or the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, 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 Executive Director 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 ₹10,80,000 per month with effect from May 1, 2025; up to a maximum of ₹15,00,000 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 NRC and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

b) Benefits, Perquisites and 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 Rules of the Company.

(v) Leave encashment of unavailed leave as per Rules of the Company.

D. Commission

In addition to Salary, Benefits, Perquisites and Allowances, Aarthi Subramanian 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 Aarthi Subramanian will be based on her 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 and adopted by the Members.

(In the past five years, the Commission paid to each Executive Director did not exceed 0.1% of the consolidated net profits of the respective financial years)

E. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Aarthi Subramanian, 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. Insurance

The Company will take an appropriate Directors' and Officers' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire term, subject to the terms of such policy in force from time to time.

G. Other terms of Appointment

The other terms and conditions of appointment shall *inter alia*, include the following:

i) The terms and conditions of the appointment of Aarthi Subramanian 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 Aarthi Subramanian, subject to such approvals as may be required.

ii) 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.

iii) The employment of Aarthi Subramanian may be terminated by the Company without notice or payment in lieu of notice:

- if Aarthi Subramanian 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 she 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 Aarthi Subramanian of any of the stipulations contained in the Agreement.

iv) Upon the termination by whatever means of Aarthi Subramanian's employment:

- Aarthi Subramanian shall immediately cease to hold offices held by her 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.
- Aarthi Subramanian shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of its subsidiaries and associated companies.

v) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to Aarthi Subramanian, unless specifically provided otherwise.

vi) The terms and conditions of appointment of Aarthi Subramanian also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.

vii) If at any time, Aarthi Subramanian ceases to be a Director of the Company for any reason whatsoever, she shall cease to be the Executive Director and employee of the Company. In case of termination for any reason whatsoever, Aarthi Subramanian will cease to be the Director and employee of the Company.

Notwithstanding the above, the Board, may at its absolute discretion decide to continue her as a Director or an employee of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act, as amended from time to time, the terms of appointment and remuneration of Aarthi Subramanian as specified above are now being placed before the Members for their approval.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

Except Aarthi Subramanian and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution as set out in Item No. 4 of this Notice.

Item No. 5:

To appoint Secretarial Auditors of the Company

The Board at its meeting held on April 10, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Parikh & Associates, Practising Company Secretaries, a peer reviewed firm (Firm Registration Number: P1988MH009800) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Parikh & Associates is a well-known firm of Practising Company Secretaries founded in 1987 and based in Mumbai. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

Parikh & Associates has a team of 35 members including 10 partners and focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The firm provides its services to various prominent companies and their expertise has earned the trust of industry leaders across sectors like banking, manufacturing, pharmaceuticals, and public utilities.

Parikh & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Parikh & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be ₹4,00,000/- (Rupees Four Lakhs only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Parikh & Associates. In addition to the secretarial audit, Parikh & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

Item Nos. 6 to 10:

To approve material related party transactions with Tata Capital Limited, Tata Capital Housing Finance Limited, Tejas Networks Limited, Jaguar Land Rover Limited and Tata Consultancy Services Japan, Ltd.

Pursuant to Regulation 23 of SEBI Listing Regulations, the threshold limit for determination of material related party transactions is the lower of ₹1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

The Company being a globally recognized provider of IT services, participates in the digitization initiatives of entities within Tata group and partners in respective entities' growth and transformation journeys. During the course of rendering such services, the Company also leverages niche skills, capabilities and resources of entities within the Tata group.

(A) The transactions that the Company has had with its related parties for the last three years are given below:

(₹ Crore)

Type of Transactions	During Financial Year	Promoter Company	Subsidiaries of Promoter Company	Associates/ Joint Ventures of Promoter company	Non-wholly owned subsidiaries of the Company	Total
IT/ITE services rendered	2025	69	1,184	5,076	1,506	**7,835**
	2024	50	1,006	3,875	1,155	**6,086**
	2023	38	1,152	2,506	1,063	**4,759**
Procurement of goods and services*	2025	2	8,639	299	101	**9,041**
	2024	2	1,470	419	63	**1,954**
	2023	1	600	422	59	**1,082**
Brand equity contribution	2025	200	-	-	-	**200**
	2024	200	-	-	-	**200**
	2023	99	-	-	-	**99**
Lease rental	2025	-	49	60	-	**109**
	2024	-	49	46	-	**95**
	2023	-	56	47	-	**103**
Investment in financial instruments & properties	2025	-	2,091	-	-	**2,091**
	2024	-	-	-	-	**-**
	2023	-	-	-	-	**-**
Interest income/Other income	2025	-	19	-	1	**20**
	2024	-	-	-	1	**1**
	2023	-	-	-	-	**-**

*Procurement of goods and services contains purchase of goods and services (including reimbursements), purchase of property, plant and equipment & facility expenses.

The aforesaid contracts/arrangements and transactions are reviewed and approved by the Independent Directors on the Audit Committee and Members of the Company, as applicable.

(B) Details of the existing as well as new material related party transactions with Tata Capital Limited, Tata Capital Housing Finance Limited, Tejas Networks Limited, Jaguar Land Rover Limited and Tata Consultancy Services Japan, Ltd., including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

S/N	Description	Particulars	
	Name of related party	**Tata Capital Limited (TCL)**	**Tata Capital Housing Finance Limited (TCHFL)**
1.	**Nature of relationship *[including nature of its interest (financial or otherwise)]***	TCL is a subsidiary of Tata Sons Private Limited (Promoter Company). Accordingly, TCL is a related party of TCS pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.	TCHFL is a step-down subsidiary of Promoter Company and wholly-owned subsidiary of TCL. Accordingly, TCHFL is a related party of TCS pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2.	**Type and particulars of proposed transactions**	a) Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IoT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas b) Supply of hardware and software c) Reimbursement of expenses d) Procurement of goods, services, etc. e) Leasing of property f) Investment through Inter Corporate Deposits/Non-convertible Debentures/Term Loans or any other financial instrument offered g) Any transfer of resources, services, or obligations to meet its objectives/requirements	
3.	**Material terms of the proposed transactions**	Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. For tenure, value and applicable terms, refer S/N 4, 5 and 11C respectively.	
4.	**Tenure of the proposed transactions**	Contracts and instruments for a tenure up to 5 years	Contracts and instruments for a tenure up to 5 years
5.	**Value of the proposed transactions during FY 2025-26**	Not exceeding ₹5,300 crore	Not exceeding ₹5,000 crore
6.	**Total transactions for past three years**	FY 25: ₹661 crore FY 24: ₹96 crore FY 23: ₹79 crore	FY 25: ₹28 crore FY 24: ₹14 crore FY 23: ₹9 crore
7.	**Percentage of TCS's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction**	2.08	1.96

S/N	Description	Particulars	
	Name of related party	**Tata Capital Limited (TCL)**	**Tata Capital Housing Finance Limited (TCHFL)**
8.	**Justification of the proposed transactions**	The Company, being a globally recognized provider of IT services, participates in the digitization initiatives of entities within Tata group and partners in respective entities' growth and transformation journeys. During the course of rendering such services, the Company also leverages niche skills, capabilities and resources of entities within the group. These transactions aim at providing enhanced level of user experience to the end-consumers of Tata group and provide the entities within the group cutting edge technologies to sustain and grow their business. The Company conducts its business operations from delivery centers and offices situated in multiple regions to effectively serve its customers. Towards this, the Company utilizes both owned as well as leased premises as part of its normal business activities. The Company has a robust policy of investing in highly liquid and high quality instruments (Government of India and AAA rated corporate bonds) with an aim of efficiently managing the cash flow requirements and maximize the yield on a risk adjusted basis. In its endeavor to diversify the investments, the Company is exploring other instruments with better yield within the risk framework approved by the Risk Management Committee. The investments in the instruments of TCL and TCHFL are within the framework approved. Considering the above, the proposed value of transactions has been approved by Independent Directors on the Audit Committee.	
9.	**A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders**	The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company uses methodologies as per Organisation for Economic Co-operation and Development (OECD) guidelines for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/recoveries are basis actual cost incurred.	
10.	**Name of the Director or KMP who is related, if any, and the nature of their relationship**	None	
11.	**Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given**		
A.	**Source of funds**	Internal accruals	
B.	**In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:** • **Nature of indebtedness.** • **Cost of funds; and** • **Tenure of the indebtedness**	Not Applicable	
C.	**Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security**	The subscription to Non-Convertible Debentures on private placement basis would be through Electronic Bidding Platform of Stock Exchanges as per the prescribed SEBI norms and the rates are market determined by competitive bidding. Further, the interest rates for investment by way of Term Loans and Inter-corporate Deposits will be in compliance with Section 186 of the Act.	

S/N	Description	Particulars	
	Name of related party	**Tata Capital Limited (TCL)**	**Tata Capital Housing Finance Limited (TCHFL)**
D.	**Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT**	The funds collected will be deployed in furtherance of their business and operational activities.	
12.	**Any other relevant information**	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.	

S/N	Description	Particulars		
	Name of related party	**Tejas Networks Limited (TNL)**	**Jaguar Land Rover Limited (JLRL)**	**Tata Consultancy Services Japan, Ltd. (TCS Japan)**
1.	**Nature of relationship *[including nature of its interest (financial or otherwise)]***	TNL is a subsidiary of Promoter Company. Accordingly, TNL is a related party of TCS pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.	JLRL is a step-down subsidiary of Tata Motors Limited (TML) and TML is an associate of Promoter Company. Accordingly, JLRL is a related party of TCS as per Regulation 2(1)(zb) of the SEBI Listing Regulations.	TCS Japan is a non-wholly owned subsidiary of TCS. Accordingly, TCS Japan is a related party of TCS pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
2.	**Type and particulars of the proposed transactions**	(a) Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IoT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas (b) Supply of hardware and software (c) Reimbursement of expenses (d) Procurement of goods, services, etc. (e) Assignment of the technology or license or Intellectual Property (f) Any transfer of resources, services or obligations to meet its objectives/ requirements	(a) Rendering of IT/ITE Services including IT, Infrastructure, Cloud, IoT and Digital Engineering, Digital Transformation, Analytics, Cyber Security, and such related areas (b) Supply of hardware and software (c) Reimbursement of expenses (d) Procurement of goods, services, etc. (e) Any transfer of resources, services or obligations to meet its objectives/requirements	
3.	**Material terms of the proposed transactions**	Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments and the market that the Company operates in. For tenure and value, refer S/N 4 and 5 respectively.		
4.	**Tenure of the proposed transactions**	Contractual commitments expected for a tenure up to 12 years	Contracts/arrangements for a tenure up to 5 years, extendable by another 5 years.	Contracts/instruments for a tenure up to 5 years.
5.	**Value of the proposed transactions during FY 2025-26**	Not exceeding ₹5,000 crore	Not exceeding ₹4,400 crore	Not exceeding ₹2,500 crore
6.	**Total transactions for past three years**	FY 25: ₹7,517 crore FY 24: ₹762 crore FY 23: ₹2 crore	FY 25: ₹3,722 crore FY 24: ₹2,965 crore FY 23: ₹1,768 crore	FY 25: ₹1,145 crore FY 24: ₹999 crore FY 23: ₹961 crore

S/N	Description	Particulars		
	Name of related party	**Tejas Networks Limited (TNL)**	**Jaguar Land Rover Limited (JLRL)**	**Tata Consultancy Services Japan, Ltd. (TCS Japan)**
7.	**Percentage of TCS's annual consolidated turnover for the immediately preceding financial year is represented by the value of the proposed transaction.** **Additionally, for RPT involving subsidiary, percentage of the subsidiary's annual turnover on a standalone basis is also provided.**	1.96	1.72	0.98 of the consolidated turnover of TCS and 42.71 of the standalone turnover of TCS Japan.
8.	**Justification of the proposed transaction**	The domain expertise and competencies available within the group and the collaboration with the Company will help in delivering world class technology to one of the high-priority and prestigious projects of the Government of India and further establish Tata group's commitment to attain Atmanirbhar Bharat.	The Company, being a globally recognized provider of IT services participates in the digitization initiatives of entities within Tata group and partners in respective entities' growth and transformation journeys. During the course of rendering such services, the Company also leverages niche skills, capabilities and resources of entities within the group. These transactions aim at providing enhanced level of user experience to the end-consumers of Tata group and provide the entities within the group cutting edge technologies to sustain and grow their business.	As per global network delivery model of TCS, the subsidiaries operating in respective countries enters into the contracts with customers and outsource the service delivery to TCS. Solutions framework along with trained domain experts of TCS ensure delivery of high quality and certainty to end-customers at respective countries.
9.	**A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders**	The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The Company uses methodologies as per OECD guidelines for establishing arm's length pricing. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/recoveries are basis actual cost incurred.		
10.	**Name of the Director or KMP who is related, if any, and the nature of their relationship**	None	Hanne Sorensen is a Director on the Board of JLRL.	K Krithivasan is the Chairman and Director of TCS Japan.

S/N	Description	Particulars		
	Name of related party	**Tejas Networks Limited (TNL)**	**Jaguar Land Rover Limited (JLRL)**	**Tata Consultancy Services Japan, Ltd. (TCS Japan)**
11.	**Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given**			
A.	**Source of funds**	Internal accruals	Not Applicable	Not Applicable
B.	**In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:** • **Nature of indebtedness.** • **Cost of funds; and** • **Tenure of the indebtedness**	Not Applicable	Not Applicable	Not Applicable
C.	**Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security**	Unsecured Interest-free mobilization advance to be given to facilitate execution of contract. Adjustment of advance/s against progressive delivery of milestones.	Not Applicable	Not Applicable
D.	**Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT**	Same as S/N 11 C	Not Applicable	Not Applicable
12.	**Any other relevant information**	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.		

The material related party transactions as set out in Item Nos. 6 to 10 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item Nos. 6 to 10, shall be valid up to the date of next AGM.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolutions as set out in Item Nos. 6 to 10 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, are concerned or interested in the respective resolutions.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolutions as set out in Item Nos. 6 to 10.

By order of the Board of Directors

Yashaswin Sheth
Company Secretary
Membership No. ACS 15388

Mumbai, May 7, 2025

Registered Office:
9th Floor, Nirmal Building, Nariman Point,
Mumbai 400 021
CIN: L22210MH1995PLC084781
Tel: +91 22 6778 9595
Email: investor.relations@tcs.com
Website: www.tcs.com

Annexure A

Details of Director seeking appointment and re-appointment at this AGM

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of the Director	**Aarthi Subramanian**
Director Identification Number (DIN)	07121802
Designation and Category of Director	Executive Director - President and Chief Operating Officer
Date of birth and age	June 26, 1967 (57 years)
Date of first appointment	March 12, 2015 (Aarthi Subramanian was appointed as an Executive Director on March 12, 2015 and later as a Non-Executive Director on August 17, 2017)
Qualifications	• Bachelor of Technology in Computer Science • Master's Degree in Engineering Management
Brief profile	Aarthi Subramanian is the Executive Director – President and Chief Operating Officer of the Company. Prior to the above role, Aarthi Subramanian was the Group Chief Digital Officer at Tata Sons Private Limited (Tata Sons), the principal investment holding company and promoter of Tata enterprises. In this pivotal role, she led the conglomerate's digital, technology and innovation agenda across a diverse portfolio of industries. Aarthi Subramanian has extensive experience in technology and operations. At Tata Sons, she was instrumental in ensuring that Tata group companies harness digital technologies to enhance operational efficiency, customer engagement, and competitive advantage. Aarthi Subramanian had held several key Board positions within the Tata group: • Tata Capital Limited and Tata AIA Life Insurance Company Limited: Contributing to the financial services arm of the Tata group, she offered her insights into digital financial solutions and governance. • Infiniti Retail Limited: Overseeing operations of the retail arm known for the Croma brand, she aided in integrating digital technologies to enhance customer experiences. • Tata Digital Private Limited, Supermarket Grocery Supplies Private Limited, Tata UniStore Limited: Guiding the digital initiatives of the group, focusing on building consumer-centric digital businesses. Aarthi Subramanian's association with the Tata group spans over three decades, marked by progressive leadership roles. As Executive Director and Global Head of Delivery Excellence, Governance & Compliance at TCS, she was responsible for ensuring service delivery excellence, governance of large transformation programs, and overseeing risk and compliance across global operations. As Head of Delivery for Retail & CPG Business Unit at TCS, she led strategic accounts and major client relationships, driving customer satisfaction through rigorous service delivery and value addition. Aarthi Subramanian holds a Bachelor of Technology in Computer Science from the National Institute of Technology, Warangal, India, and a Master's degree in Engineering Management from the University of Kansas, USA. Her exemplary contributions have been acknowledged through various accolades such as "Technology Leader of the Year" at ETPrime Women Leadership Awards (2019) where she was honoured for her pioneering efforts in driving technological innovation and digital transformation within the Tata group, "Most Powerful Women in Business" by Business Today (2016) where she was recognized for her significant impact and leadership in the corporate sector.

Name of the Director	Aarthi Subramanian
Expertise in specific functional areas	Rich experience in various areas of technology, operations, compliance and governance matters
Terms and conditions of appointment/ re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013 and appointment as Executive Director- President and Chief Operating Officer. The other terms and conditions of appointment are set out in the Explanatory Statement for Item No. 4
Directorships held in other companies (excluding Foreign Companies)	Tata Electronics Private Limited
Listed Entities from which she has resigned as Director in past 3 years	Ceased to be a Non-Executive Non-Independent Director of Tata Capital Limited (a Debt Listed Company) on April 30, 2025
Memberships/Chairpersonships of committees of other companies	None
Details of remuneration sought to be paid	Set out in Explanatory Statement for Item No. 4
Number of Equity Shares held in the Company	5,600
Relationship with other Directors and KMP of the Company	None

For other details such as number of meetings of the Board attended during FY 2024-25, remuneration last drawn, please refer the Corporate Governance Report which forms part of this Integrated Annual Report.

Steps for e-voting and joining the AGM through VC/OAVM for individual shareholders holding securities in Dematerialized mode

Step 1: Login for e-voting system

NSDL

(A) One-Time Password (OTP) based login

1. Click here to visit website
2. Enter 8- character DP ID, 8-digit Client ID, PAN and Verification code given on screen
3. Click on Generate OTP
4. Enter OTP and click on login
5. Click on "e-vote" in action tab

(B) Shareholders registered on "IDeAS" facility

1. Click here to visit website
2. Under "IDeAS" section click on "Beneficial Owner"
3. Enter existing User ID, Password and Verification code given on the screen or check 'How to retrieve initial password'?
4. Post authentication, click on "Login"

(C) Shareholders not registered on "IDeAS" facility

1. Click here to visit website
2. Enter 8- character DP ID, 8-digit Client ID, Mobile no, Verification code given on screen and click on submit
3. Enter last 4 digits of your bank account or generate 'OTP'. follow step 1 to 4 from **(B)**
4. Click on the Company name or e-voting service provider NSDL, it will redirect to NSDL e-voting website

(D) Voting through e-voting website

1. Click here to visit website
2. Click on "Login" under "Shareholder/ Member" section
3. Enter User ID (16 digit demat account no. held with NSDL), Password/OTP and Verification code as given on the screen
4. Post login it will be redirected to the e-voting page of NSDL website

CDSL

(A) Shareholders registered on Easi/Easiest facility

1. Click here to visit website Enter existing User name and Password, click on "Login"
2. Enter OTP received on registered email ID and Mobile no.
3. Click on e-voting option, it will be redirected to e-voting page

(B) Shareholders not registered on Easi/Easiest facility

1. Click here to visit website
2. Click on registration option "Easi/Easiest"
3. Post registration, follow the steps given in 1 to 3 from **(A)**

(C) Access e-voting page without Login to Easi/Easiest facility

1. Click here to visit website
2. Enter BO ID (i.e., Demat Account No.) and PAN
3. OTP will be received on registered Mobile No. and e-mail id
4. Post successful authentication e-voting option will be available

Login through Depository participant (DP)

1. Use login credentials of your Demat account through your DP registered with NSDL/CDSL for e-voting facility
2. Click on e-voting option
3. It will be redirected to NSDL/CDSL (Depositories) website where e-voting option is available

Quick links to access e-voting system of NSDL

A. https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
B. https://eservices.nsdl.com/
C. https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
D. https://www.evoting.nsdl.com/

Quick links to access e-voting system of CDSL

A. https://web.cdslindia.com/myeasitoken/home/login
B. https://web.cdslindia.com/myeasitoken/home/login
C. https://evoting.cdslindia.com/Evoting/EvotingLogin

App Store Google Play

Download NSDL Mobile App "NSDL Speede" by scanning QR Code

Step 2: e-voting for Resolutions

Steps to cast vote for Resolutions

1. Select e-voting event no. (EVEN) 133724 of TCS i.e., to cast your vote during remote e-voting period or during the AGM.
2. Cast your vote by selecting appropriate options i.e., 'For' or 'Against'. Verify or modify the number of shares for which you wish to cast your vote.
3. Click on "Submit" and "Confirm" when prompted. Print option is available on the confirmation page.
4. The message "Vote cast successfully" will be displayed and SMS confirmation will be received on your registered mobile no.
5. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

To join the AGM virtually, click on "VC/OAVM" link under "Join Meeting"

Steps for e-voting and joining the AGM through VC/OAVM for other than Individual Shareholders and Shareholders holding securities in physical mode

Step 1: Login for e-voting system

A) Voting through e-voting website of NSDL

1. Visit website - https://www.evoting.nsdl.com/
2. Click on "Login" under "Shareholder/ Member" section
3. Enter **User ID***
4. Enter Password/OTP and verification code.
   a. For registered user - Use existing password
   b. For first time user - Retrieve "initial password"
5. Then tick on "Agree to Terms and Conditions"
6. Click on "Login" and home page of e-voting will open. Click on "e-voting" then follow the process given under **"Steps to cast vote for Resolutions"**

B) Voting through NSDL IDeAS for registered user

1. Visit website https://eservices.nsdl.com/
2. Login with your existing NSDL IDeAS login credentials.
3. Follow steps 5 and 6 from **(A)** above.

***User ID**

- **NSDL** — Enter user ID - 8 character DP ID (eg. IN123456) and 8 digit Client ID (eg.12345678).
- **CDSL** — Enter user ID - 8 digit DP ID (eg. 12345678) and 8 digit Client ID (eg. 12345678)
- **Shares held in physical form** — Enter EVEN followed by folio no. (eg.: if EVEN is 12345 and folio no. is 001*** then User ID is 12345001***)

Step 2: e-voting for Resolutions

Steps to cast vote for Resolutions

1. Select e-voting event no. (EVEN) 133724 of TCS i.e., to cast your vote during remote e-voting period and during the AGM.
2. Cast your vote by selecting appropriate options i.e., 'For' or 'Against'. Verify or modify the number of shares for which you wish to cast your vote.
3. Click on "Submit" and "Confirm" when prompted. Print option is available on the confirmation page.
4. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
5. The message "Vote cast successfully" will be displayed and SMS confirmation will be received on your registered mobile no.

To join the AGM virtually, click on "VC/OAVM" link under "Join Meeting"

General guidelines for Shareholders

1. Do not share your password with anyone. Keep it confidential.
2. Login to e-voting website will be disabled upon five unsuccessful attempts if incorrect password entered.
3. In such an event, reset the password by following **option 2** under **'How to retrieve initial password'?**
4. To retrieve User ID /Password for e-voting send request to evoting@nsdl.com by providing demat account no./Folio no., client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhaar Card.
5. For queries relating to e-voting:
   - Refer Frequently Asked Questions ("FAQs") on NSDL website or,
   - Refer e-voting user manual available on https://www.evoting.nsdl.com or,
   - Call on +91 22 48867000 or send the request to Pallavi Mhatre, Senior Manager, NSDL, BKC - T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051.

How to retrieve 'initial password'? (for Individual Shareholders, other than Individual Shareholders and for shares held in physical form)

Option 1 - Email ID registered with DP or Company –
(i) Search for the e-mail in your mail box from NSDL (evoting@nsdl.com)
(ii) Open the .pdf file which contains your 'User ID' and your 'initial password'.

(Password of .pdf file (a) for NSDL account - 8 digit client ID
(b) for CDSL account - last 8 digits of client ID
(c) shares held in physical mode - Folio no.)

Option 2 - Email ID not registered with DP/Company or unable to retrieve initial password-
(i) Visit link https://www.evoting.nsdl.com/
(ii) Click on "Login" under "Shareholder/Member section"
(iii) Click on "Forgot User details/Password?" (for shares held in Demat account) or "Physical User Reset Password?"(for shares held in physical form)

Option 3 - If you are still unable to reset the password by aforesaid two options then send email to evoting@nsdl.com providing details of Demat account no./folio number, PAN, Name and registered email ID)

Instructions for members for attending the AGM through VC/OAVM

1. Members may attend the AGM through VC/OAVM or view the live webcast of AGM at https://www.evoting.nsdl.com following the **Step 1 - Login for e-voting system**' as mentioned above.
2. After successful login, click on VC/OAVM link placed under **"Join Meeting"** against the Company name 'Tata Consultancy Services Limited'.
3. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
4. For assistance before or during the meeting - contact NSDL on evoting@nsdl.com or +91 22 48867000 or connect with Amit Vishal (Deputy Vice President NSDL) at evoting@nsdl.com or Sanjeev Yadav (Assistant Manager - NSDL) at sanjeevy@nsdl.com

Helpdesk

	Shares held in NSDL	Shares held in CDSL
✉	evoting@nsdl.com	helpdesk.evoting@cdslindia.com
✆	+91 22 48867000	+1800 21 09911

Information at a glance:

S/N	Particulars	Details
1	**Date and Time of AGM**	Thursday, June 19, 2025, at 3:00 p.m. (IST)
2	**Mode of conduct**	Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")
3	**Link to participate in the AGM through VC/OAVM**	https://www.evoting.nsdl.com *[For details please refer Note No. 21 of the Notice]*
4	**Contact details of NSDL for assistance before or during the AGM**	E-mail: evoting@nsdl.com Contact No.: +91 22 48867000 Members may connect with: Amit Vishal (Deputy Vice President – NSDL) at evoting@nsdl.com or Sanjeev Yadav (Assistant Manager – NSDL) at sanjeevy@nsdl.com
5	**Record date for Final Dividend**	Wednesday, June 4, 2025
6	**Payment date for Final Dividend**	Tuesday, June 24, 2025
7	**Cut-off date to determine entitlement for e-voting**	Thursday, June 12, 2025
8	**E-voting start date and time**	Sunday, June 15, 2025 from 9:00 a.m. (IST)
9	**E-voting end date and time**	Wednesday, June 18, 2025 till 5:00 p.m. (IST)
10	**E-voting event number (EVEN)**	133724
11	**Chart along with detailed procedure for e-voting and joining virtual AGM**	https://on.tcs.com/Procedure-of-Evoting
12	**Registration of e-mail ID for receiving Notice of the AGM and Integrated Annual Report**	Last date to register: Thursday, June 12, 2025 on or before 5:00 p.m. (IST) Link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
13	**Email ID and link to submit the form for TDS exemption**	Last date to submit: Thursday, May 29, 2025 by 11:59 p.m. (IST) Email id: TCSexemptforms2526@in.mpms.mufg.com Link: https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html
14	**Registration as speaker shareholder**	Commences from Thursday, June 12, 2025 (9:00 a.m. IST) to Saturday, June 14, 2025 (5:00 p.m. IST). Send email to tcsagm.speakers@tcs.com *(Please send the request from your registered e-mail ID and mention name, DP ID and Client ID/Folio No., PAN, Mobile No. in the e-mail sent for registration)*
15	**Link to eTDS Portal for obtaining TDS certificate**	https://on.tcs.com/eTDS-portal
16	**Name, address and contact details of Registrar and Transfer Agent**	MUFG Intime India Private Limited C-101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai - 400083. Tel No: +91 810 811 8484 Link to register queries: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html Website: http://www.in.mpms.mufg.com/
17	**Live webcast of AGM**	https://www.evoting.nsdl.com