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**Corporate Identity No. (CIN):** L22210MH1995PLC084781 **Compliance Officer:** Mr. Rajendra Moholkar, Company Secretary

## POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF TATA CONSULTANCY SERVICES LIMITED

This public announcement (the “**Post Buyback Public Announcement**”) is being made in compliance with Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (the “**Buyback Regulations**”). This Post Buyback Public Announcement should be read in conjunction with the public announcement dated November 19, 2020 (the “**Public Announcement**”) and the letter of offer dated December 10, 2020 (the “**Letter of Offer**”). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

### 1. BUYBACK

1.1. Tata Consultancy Services Limited (the “**Company**”) had announced the Buyback of up to 5,33,33,333 (Five crore thirty-three lakh thirty-three thousand three hundred and thirty-three) fully paid-up equity shares of face value of ₹1 (Rupee One) each (“**Equity Shares**”) from the existing shareholders/beneficial owners of Equity Shares as on the Record Date (i.e. November 28, 2020), on a proportionate basis, through the Tender Offer route through the Stock Exchange mechanism, as prescribed under the Buyback Regulations, at a price of ₹3,000 (Rupees Three thousand only) per Equity Share, payable in cash, for an aggregate consideration not exceeding ₹16,000 crore (Rupees Sixteen thousand crore only) excluding transaction costs, applicable taxes, other incidental and related expenses (**Offer Size**). The Offer Size of the Buyback constitutes 19.96% and 18.11% of aggregate of fully paid-up equity share capital and free reserves as per audited condensed standalone interim financial statements and audited condensed consolidated interim financial statements of the Company, as on September 30, 2020, respectively, which is within the prescribed limit of 25% under the Companies Act, 2013 (the “**Act**”) and represents 1.42% of the total issued and paid-up equity share capital of the Company.

1.2. The Company adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by Securities and Exchange Board of India (“**SEBI**”) vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/ CIR/P/2016/131 dated December 9, 2016, including any amendments or statutory modifications for the time being in force.

1.3. The Tendering Period for the Buyback Offer opened on Friday, December 18, 2020 and closed on Friday, January 1, 2021.

### 2. DETAILS OF BUYBACK

2.1. 5,33,33,333 (Five crore thirty-three lakh thirty-three thousand three hundred and thirty-three) Equity Shares were bought back under the Buyback, at a price of ₹3,000 (Rupees three thousand only) per Equity Share.

2.2. The total amount utilized in the Buyback is ₹1,59,99,99,99,000 (Rupees Fifteen thousand nine hundred ninety-nine crore ninety-nine lakh and ninety-nine thousand only), excluding transaction costs, applicable taxes, other incidental and related expenses.

2.3. The Registrar to the Buyback, i.e. Link Intime India Private Limited (“**Registrar**”), considered 1,95,470 valid applications for 14,64,12,991 Equity Shares in response to the Buyback resulting in the subscription of approximately 2.75 times the maximum number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar, are as follows:

| Category                                           | No. of Equity Shares Reserved in the Buyback | No. of Valid applications | Total Equity Shares Validly Tendered | % Response     |
|----------------------------------------------------|----------------------------------------------|---------------------------|--------------------------------------|----------------|
| Reserved category for Small Shareholders           | 80,00,000                                    | 1,63,364                  | 61,25,386                            | 76.57%         |
| General Category for all other Equity Shareholders | 4,53,33,333                                  | 32,106                    | 14,02,87,605                         | 309.46%        |
| <b>Total</b>                                       | <b>5,33,33,333</b>                           | <b>1,95,470</b>           | <b>14,64,12,991</b>                  | <b>274.52%</b> |

2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of Acceptance/ Rejection will be dispatched by the Registrar to the Buyback to the Eligible Shareholders, on or before January 8, 2021.

2.5. The settlement of all valid bids was completed by Indian Clearing Corporation Limited and NSE Clearing Limited (collectively, “**Clearing Corporations**”) on January 5, 2021. The Clearing Corporations have made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If any Eligible Shareholders’ bank account details were not available or if the funds transfer instruction was rejected by Reserve Bank of India/relevant bank, due to any reason, then such funds were transferred to the concerned Seller Members for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.

2.6. Demat Equity Shares accepted under the Buyback were transferred to the Company’s demat escrow account on January 5, 2021. The unaccepted demat Equity Shares have been returned to the respective Eligible Shareholders by Clearing Corporations on January 5, 2021.

2.7. The extinguishment of 5,33,33,333 Equity Shares accepted under the Buyback, all of which are in dematerialized form, is currently under process and shall be completed on or before January 12, 2021.

2.8. The Company, and its respective directors, accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1. The capital structure of the Company, pre and post Buyback, is as under:

| Sr. No. | Particulars                                  | Pre Buyback<br>(As on the Record Date) |                      | Post Buyback <sup>(1)</sup>  |                      |
|---------|----------------------------------------------|----------------------------------------|----------------------|------------------------------|----------------------|
|         |                                              | No. of Shares                          | Amount (₹)           | No. of Shares                | Amount (₹)           |
| 1       | Authorized Share Capital                     | 460,05,00,000                          | 460,05,00,000        | 460,05,00,000                | 460,05,00,000        |
|         |                                              | Equity Shares of ₹1 each               |                      | Equity Shares of ₹1 each     |                      |
|         |                                              | 105,02,50,000                          | 105,02,50,000        | 105,02,50,000                | 105,02,50,000        |
|         |                                              | Preference Shares of ₹1 each           |                      | Preference Shares of ₹1 each |                      |
|         | <b>Total</b>                                 | <b>565,07,50,000</b>                   | <b>565,07,50,000</b> | <b>Total</b>                 | <b>565,07,50,000</b> |
| 2       | Issued, Subscribed and Paid up Share Capital | 375,23,84,706                          | 375,23,84,706        | 369,90,51,373                | 369,90,51,373        |
|         |                                              | Equity Shares of ₹1 each               |                      | Equity Shares of ₹1 each     |                      |

(1) Subject to extinguishment of 5,33,33,333 Equity Shares

3.2. Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back are as under:

| Sr. No.      | Name                                                                            | Number of Equity Shares accepted under Buyback | Equity Shares accepted as a % of total Equity Shares bought Back | Equity Shares accepted as a % of total Post Buyback Share Capital <sup>(1)</sup> |
|--------------|---------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------------------------|
| 1            | Tata Sons Private Limited                                                       | 3,33,25,118                                    | 62.48%                                                           | 0.90%                                                                            |
| 2            | Life Insurance Corporation of India                                             | 16,69,456                                      | 3.13%                                                            | 0.05%                                                                            |
| 3            | RBC Emerging Markets Equity Fund                                                | 7,69,221                                       | 1.44%                                                            | 0.02%                                                                            |
| 4            | Axis Mutual Fund Trustee Limited A/C Axis Mutual Fund A/C Axis Long term Equity | 6,78,191                                       | 1.27%                                                            | 0.02%                                                                            |
| <b>Total</b> |                                                                                 | <b>364,41,986</b>                              | <b>68.33%</b>                                                    | <b>0.99%</b>                                                                     |

(1) Subject to extinguishment of 5,33,33,333 Equity Shares

3.3. The shareholding pattern of the Company, pre and post Buyback, is as under:

| Category of Shareholder                                                                     | Pre Buyback<br>(As on the Record Date) |                                        | Post Buyback <sup>(1)</sup> |                                        |
|---------------------------------------------------------------------------------------------|----------------------------------------|----------------------------------------|-----------------------------|----------------------------------------|
|                                                                                             | Number of Shares                       | % to the existing Equity Share capital | Number of Shares            | % to post Buyback Equity Share capital |
| Promoters/ Promoter Companies                                                               | 270,35,42,000                          | 72.05                                  | 267,02,04,298               | 72.19                                  |
| Foreign Investors (including Non Resident Indians / FIIs / FPIs / Foreign Nationals / OCBs) | 59,98,60,319                           | 15.99                                  | 102,88,47,075               | 27.81                                  |
| Financial Institutions / Banks / NBFCs and Mutual Funds / Insurance Companies               | 29,39,12,165                           | 7.83                                   |                             |                                        |
| Others (Public, Bodies Corporate, Clearing Members, Trust, and HUF)                         | 15,50,70,222                           | 4.13                                   |                             |                                        |
| <b>Total</b>                                                                                | <b>375,23,84,706</b>                   | <b>100.00</b>                          | <b>369,90,51,373</b>        | <b>100.00</b>                          |

(1) Subject to extinguishment of 5,33,33,333 Equity Shares

### 4. MANAGER TO THE BUYBACK

**JM FINANCIAL**  
**JM Financial Limited**  
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 Email: tcs.buyback2020@jmfml.com  
 Website: www.jmfml.com  
 SEBI Regn. No.: INM000010361  
 Corporate Identity Number: L67120MH1986PLC038784

### 5. DIRECTOR’S RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Tata Consultancy Services Limited

| Sd/-                                                                                                    | Sd/-                                                                                                           | Sd/-                                                                        |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| <b>Rajesh Gopinathan</b><br>CEO & Managing Director<br>(Director Identification Number (DIN): 06365813) | <b>N. Ganapathy Subramaniam</b><br>COO& Executive Director<br>(Director Identification Number (DIN): 07006215) | <b>Rajendra Moholkar</b><br>Company Secretary<br>(Membership Number: A8644) |

**Date:** January 5, 2021

**Place:** Mumbai