



TCS/SE/39/2022-23

May 18, 2022

**National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Bandra (East)
Mumbai - 400051
Symbol - TCS**

**BSE Limited
P. J. Towers,
Dalal Street,
Mumbai - 400001
Scrip Code No. 532540**

Dear Sirs,

Sub: Annual General Meeting Notice, Integrated Annual Report 2021-22

The twenty-seventh Annual General Meeting (“AGM”) of the Company will be held on Thursday, June 9, 2022 at 3.30 p.m. IST through Video Conferencing / Other Audio Visual Means.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Integrated Annual Report of the Company along with the Notice of AGM for the financial year 2021-22 which is being sent to the Members, who have registered their e-mail addresses with the Company/ Depositories, through electronic mode.

The Integrated Annual Report containing the Notice is also uploaded on the Company’s website www.tcs.com.

This is for your information and records.

Thanking you,

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

**Pradeep Manohar Gaitonde
Company Secretary**

cc:

1. National Securities Depository Limited
2. Central Depository Services (India) Limited
3. TSR Consultants Private Limited

TATA CONSULTANCY SERVICES

TATA Consultancy Services Limited

9th Floor Nirmal Building Nariman Point Mumbai 400 021

Tel. 91 22 6778 9595 Fax 91 22 6778 9660 e-mail corporate.office@tcs.com website www.tcs.com

Registered Office 9th Floor Nirmal Building Nariman Point Mumbai 400 021.

Corporate identification No. (CIN): L22210MH1995PLC084781

Notice



Notice is hereby given that the twenty-seventh Annual General Meeting of Tata Consultancy Services Limited will be held on Thursday, June 9, 2022 at 3:30 p.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2021-22.
3. To appoint a Director in place of N Ganapathy Subramaniam (DIN 07006215) who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors of the Company**
To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the thirty-second AGM to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

5. **To approve existing as well as new material related party transactions with Tata Sons Private Limited and/or its subsidiaries, Tata Motors Limited, Jaguar Land Rover Limited and/or its subsidiaries and the subsidiaries of the Company (other than wholly owned subsidiaries)**

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

“RESOLVED that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

amended from time to time, (“SEBI Listing Regulations”), 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, the approval of the Members of the Company be and is hereby accorded to 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 transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of (a) availing and rendering of IT services/ ITeS/consulting service(s) (b) reimbursement of expenses including towards availing/providing for sharing/usage of each other’s resources viz. employees, office space, infrastructure including IT assets, taxes and related owned/third-party

services; (c) purchase/sale/exchange/transfer/ lease of business asset(s) and/or equipments to meet its business objectives/requirements; (d) transfer of any resources, services or obligations to meet its business objectives/ requirements (“Related Party Transactions”) on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY) from FY 2022-23 to FY 2026-27 i.e. five financial years, such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are 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 authorised 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 documents, 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 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.”

6. **Place of keeping and inspection of the Registers and Annual Returns of the Company**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED that in supersession of all Resolutions passed earlier in this regard and

pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to keep the Registers as prescribed under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and/or at the office of TSR Consultants Private Limited (formerly TSR Darashaw Consultants Private Limited), Registrar and Transfer Agent of the Company at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India and/or such other place where the office of the Registrar and Transfer Agent of the Company is situated within Mumbai, from time to time.”

“RESOLVED FURTHER that the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 respectively in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the 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.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 6 of the Notice, is annexed

hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.

3. 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 proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, 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 address to tcs.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) 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.
5. The Company has fixed Thursday, May 26, 2022 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
 6. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on Monday, June 13, 2022 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 National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Thursday, May 26, 2022;
 - 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 Thursday, May 26, 2022.
 7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website <https://on.tcs.com/IR-FAQ>.
 8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://on.tcs.com/IR-FAQ> and on the website of the Company's Registrar and Transfer Agents, TSR Consultants Private Limited ("TCPL") at <https://www.tcplindia.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
 9. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation,

Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or TCPL, for assistance in this regard.

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TCPL, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act and SEBI Circular, 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. 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/IR-FAQ>. Members are requested to submit the said details to their DP in case the shares are held by them in

dematerialized form and to TCPL in case the shares are held in physical form.

12. 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 will be entitled to vote during the AGM.
13. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before June 8, 2022 through email on investor.relations@tcs.com. The same will be replied by the Company suitably.
14. Members are requested to note that, 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, all 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 Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online

application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this report and FAQ of investor page on Company's website <https://on.tcs.com/IR-FAQ>.

15. Notice of the AGM along with the Integrated Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. In furtherance of the Green Initiative, physical copy of the Notice of the AGM along with the Abridged Integrated Annual Report 2021-22 is being sent by the permitted modes to those Members whose e-mail addresses are not registered. Members may note that the Notice and Integrated Annual Report 2021-22 will also be available on the Company's website www.tcs.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>
16. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.

17. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company/TCPL (if shares are held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to TCS-Exemptforms2223@tcplindia.co.in by 11:59 p.m. IST on Tuesday, May 24, 2022. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio

Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to TCS-Exemptforms2223@tcplindia.co.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Tuesday, May 24, 2022. For further details please refer to FAQs on Taxation of Dividend Distribution at <https://on.tcs.com/IR-FAQ>.

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

A. VOTING THROUGH ELECTRONIC MEANS

i. In compliance with the provisions of 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 in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9,

2020 in relation to "e-voting Facility Provided by Listed Entities", the 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. The instructions for e-voting are given herein below.

ii. The remote e-voting period commences on Monday, June 6, 2022 (9:00 a.m. IST) and ends on Wednesday, June 8, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, June 2, 2022 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 June 6, 2022 to June 8, 2022 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. The 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 Board of Directors has appointed P N Parikh (Membership No. FCS 327) and failing him, Jigyasa Ved (Membership No. FCS 6488) of Parikh & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. 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.
- 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.co.in. 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 below under “**Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode.**”

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

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

Step 1: Access to NSDL e-voting system

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





Details on Step 1 are mentioned below:

- i) **Login method for remote e-voting and joining the virtual meeting 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 Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in dematerialized mode with NSDL.	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser and type 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. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsdl.com. b. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given in points 1-5.

Type of shareholders	Login Method
	<p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 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. <p>C. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Shareholders holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual shareholders (holding securities in dematerialized mode) login through their DPs	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. 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. 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 details/Password option available at respective websites. Helpdesk for individual shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

II) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in dematerialized 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 eservices i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if 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 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.co.in 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 119798 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 Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in, toll free no: 1800 1020 990/1800 224 430.
3. Members may send a request to evoting@nsdl.co.in 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 dematerialized 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 18(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 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 the 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.co.in/1800 1020 990 and 1800 224 430 or contact Amit Vishal, Assistant Vice President – NSDL at amitv@nsdl.co.in/or Sanjeev Yadav, Assistant Manager-NSDL at sanjeevy@nsdl.co.in.
4. 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 address mentioning their name, DP ID and

Client ID/Folio number, PAN, mobile number at tcsagm.speakers@tcs.com from June 3, 2022 (9:00 a.m. IST) to June 5, 2022 (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, who shall countersign the same. 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

Pradeep Manohar Gaitonde

Company Secretary

Membership No. ACS 7016

Mumbai, April 11, 2022

Registered Office:

9th Floor, Nirmal Building, Nariman Point,

Mumbai 400 021, India

CIN: L22210MH1995PLC084781

Tel: +91 22 6778 9595

E-mail: investor.relations@tcs.com

Website: www.tcs.com

Explanatory Statement

As required by 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 6 of the accompanying Notice:

Item No. 4

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), however, the same is strictly not required as per Section 102 of the Act.

The Members at the twenty-second Annual General Meeting (“AGM”) of the Company held on June 16, 2017, had approved the appointment of B S R & Co. LLP (“BSR”), Chartered Accountants (Firm Registration No.: 101248W/W-100022), as Statutory Auditors of the Company, to hold office till the conclusion of the twenty-seventh AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on April

11, 2022, proposed the re-appointment of BSR, Chartered Accountants (Firm Registration No.: 101248W/W-100022), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of twenty-seventh AGM till the conclusion of thirty-second AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

BSR have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

BSR is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. BSR is registered in Mumbai, Gurugram, Bengaluru, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur, Kochi and Vijayawada. BSR audits various companies listed on stock exchanges in India.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

The Securities and Exchange Board of India (“SEBI”), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (“Amendments”) introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The aforesaid amendments *inter-alia* included replacing of current threshold i.e. 10% (ten percent) of the listed entity’s consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders’ approval with the threshold of 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. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the SEBI Listing Regulations has been reduced with effect from April 1, 2022.

Tata Consultancy Services Limited (“the Company” or “TCS”), being a globally recognised provider of IT services, participates in the digitisation 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”. The transactions that the Company has had with its related parties for the last three years is given below:

Year ended March 31, 2022

(₹ crore)

Transactions	Tata Sons Private Limited	Subsidiaries of the Company	Subsidiaries of Tata Sons Private Limited	Associates/joint ventures of Tata Sons Private Limited and their subsidiaries	Total
IT/ITE services rendered	40	1,164	854	2,149	4,207
Other income	-	1	-	-	1
Procurement of goods and services	-	345	549	306	1,200
Brand equity contribution	100	-	-	-	100
Non IT/ITE services availed	1	-	19	45	65
Lease rental	-	-	86	11	97

Year ended March 31, 2021

(₹ crore)

Transactions	Tata Sons Private Limited	Subsidiaries of the Company	Subsidiaries of Tata Sons Private Limited	Associates/joint ventures of Tata Sons Private Limited and their subsidiaries	Total
IT/ITE services rendered	35	1,104	670	1,673	3,482
Other income	-	1	-	-	1
Procurement of goods and services	1	268	668	222	1,159
Brand equity contribution	100	-	-	-	100
Non IT/ITE services availed	-	-	17	42	59
Lease rental	1	-	49	32	82

Year ended March 31, 2020

(₹ crore)

Transactions	Tata Sons Private Limited	Subsidiaries of the Company	Subsidiaries of Tata Sons Private Limited	Associates/joint ventures of Tata Sons Private Limited and their Subsidiaries	Total
IT/ITE services rendered	31	1,069	488	1,780	3,368
Procurement of goods and services	1	222	923	404	1,550
Brand equity contribution	100	-	-	-	100
Non IT/ITE services availed	-	-	2	1	3
Lease rental	2	-	90	4	96

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product and services between the Company and “related parties”, the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee. Further, the transactions that require testing of arm’s length pricing are certified by our Statutory Auditors for being at arm’s length.

The details of transactions that require approval are given below:

1. Tata Sons Private Limited and/or its Subsidiaries

Sr. No.	Description	Particulars
1.	Name of the related party	Tata Sons Private Limited and/or its subsidiaries (please refer to Annexure B for list of subsidiaries)
2.	Nature of relationship <i>[including nature of its interest (financial or otherwise)]</i>	Holding Company – Tata Sons Private limited and its subsidiaries which are covered under Section 2(76) of the Act.
3.	Type of the proposed transaction	(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 relating to IT Infrastructure services (d) Procurement of goods, services, sponsorship, etc. (e) Leasing of property (f) Any transfer of resources, services or obligations to meet its objectives/requirements
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with a single related party subject to a maximum of 1.3 percent of the consolidated turnover of the Company per annum through contracts/arrangements which are entered for a duration upto 5 years and a cumulative threshold of 5.2 percent of the consolidated turnover of the Company across all related parties per annum.
5.	Particulars of the proposed transaction	Same as 3
6.	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years
7.	Value of the proposed transaction	1.3 percent of the consolidated turnover of the Company per annum with a single related party subject to a cumulative threshold of 5.2 percent of the consolidated turnover of the Company per annum across all related parties in this category
8.	Percentage of TCS's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	1.3 percent of the consolidated turnover of the Company with single related party 5.2 percent of the consolidated turnover of the Company across all related parties

Sr. No.	Description	Particulars
9.	Benefits of the proposed transaction	The Company, being a globally recognised provider of IT services participates in the digitisation 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.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
11.	Name of the Director or Key Managerial Personnel, who is related	N Chandrasekaran, N Ganapathy Subramaniam and Aarthi Subramanian
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Source of funds	NA
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure of the indebtedness 	NA
C	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	NA

2. Tata Motors Limited, Jaguar Land Rover Limited and/or its subsidiaries

Sr. No.	Description	Particulars
1.	Name of the related party	Tata Motors Limited, Jaguar Land Rover Limited and/or its subsidiaries (please refer to Annexure B for list of subsidiaries)
2.	Nature of relationship <i>[including nature of its interest (financial or otherwise)]</i>	Tata Motors Limited is an associate of Tata Sons Private Limited, Jaguar Land Rover Limited is a subsidiary of Tata Motors Limited and hence related party as per SEBI Listing Regulations.
3.	Type of the proposed transaction	(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 relating to IT Infrastructure services (d) Procurement of goods, services, sponsorship, etc (e) Any transfer of resources, services or obligations to meet its objectives/requirements
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with a single related party subject to a maximum of 1.3 percent of the consolidated turnover of the Company per annum through contracts/arrangements which are entered for a duration upto 5 years and a cumulative threshold of 2.6 percent of the consolidated turnover of the Company across all related parties per annum.
5.	Particulars of the proposed transaction	Same as 3
6.	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years
7.	Value of the proposed transaction	1.3 percent of the consolidated turnover of the Company per annum with a single related party subject to a cumulative threshold of 2.6 percent of the consolidated turnover of the Company per annum across all related parties
8.	Percentage of TCS's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	1.3 percent of the consolidated turnover of the Company with single related party 2.6 percent of the consolidated turnover of the Company across all related parties

Sr. No.	Description	Particulars
9.	Benefits of the proposed transaction	The Company, being a globally recognised provider of IT services participates in the digitisation 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.
10.	Details of the valuation report or external party report <i>(if any)</i> enclosed with the Notice	Company's governance policies with respect to negotiation with third parties are followed for all contracts/arrangements with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis
11.	Name of the Director or Key Managerial Personnel, who is related	N Chandrasekaran, N Ganapathy Subramaniam, Hanne Sorensen and O P Bhatt
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Source of funds	NA
B	In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: <ul style="list-style-type: none"> ● Nature of indebtedness ● cost of funds and ● tenure of the indebtedness 	NA
C	Terms of the loan, inter-corporate deposits, advances or investment made or given <i>(including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)</i>	NA

3. Subsidiaries of the Company (other than wholly owned subsidiaries)

Sr. No.	Description	Particulars
1.	Name of the related party	Subsidiaries of the Company (other than wholly owned subsidiaries) (please refer to Annexure B for list of subsidiaries)
2.	Nature of relationship <i>[including nature of its interest (financial or otherwise)]</i>	Subsidiaries of the Company which are covered under Section 2(76) of Companies Act, 2013
3.	Type of the proposed transaction	<ul style="list-style-type: none"> (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 relating to IT Infrastructure services (d) Procurement of goods, services, sponsorship, etc (e) Leasing of property (f) Any transfer of resources, services or obligations to meet its objectives/requirements
4.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions with a single related party subject to a maximum of 1.3 percent of the consolidated turnover of the Company per annum through contracts/arrangements which are entered for a duration upto 5 years and a cumulative threshold of 2.6 percent of the consolidated turnover of the Company across all related parties per annum.
5.	Particulars of the proposed transaction	Same as 3
6.	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years
7.	Value of the proposed transaction	1.3 percent of the consolidated turnover of the Company per annum with a single related party subject to a cumulative threshold of 2.6 percent of the consolidated turnover of the Company per annum across all related parties
8.	Percentage of TCS's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. <i>(and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</i>	2.6 percent of the annual consolidated turnover of the Company and upto 50 percent of respective subsidiary turnover

Sr. No.	Description	Particulars
9.	Benefits of the proposed transaction	As per global network delivery model of TCS, the subsidiaries operating in respective countries enters into the contracts from customers and outsource the service delivery to the parent company TCS. Solutions framework along with trained domain experts of TCS ensure delivery of high quality and certainty to the end customers at respective countries.
10.	Details of the valuation report or external party report <i>(if any)</i> enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing by the Compliance team and Statutory Auditors
11.	Name of the Director or Key Managerial Personnel, who is related	Person/s holding position of Chief Executive Officer and Managing Director and/or Executive Director and/or Chief Operating Officer
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A	Source of funds	NA
B	<p>In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:</p> <ul style="list-style-type: none"> • Nature of indebtedness • cost of funds and • tenure of the indebtedness 	NA
C	<p>Terms of the loan, inter-corporate deposits, advances or investment made or given <i>(including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)</i></p>	NA

None of the Directors or Key Managerial Personnel of the Company or its respective relatives, other than as mentioned above, is concerned or interested, in the resolution.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Item No. 6

As per the provisions of Section 94 of the Act, approval of the Members by way of a special resolution is required for the Company to have its

Register and Index of Members, the Register and Index of Debentureholders, if any, copies of all Annual Returns prepared under Section 92 of the Act, together with the copies of the certificates and documents required to be annexed thereto, to be kept at a place other than the Company's Registered Office, but within the same city, town or village where the Registered Office of the Company is situated.

The Members of the Company at its twelfth Annual General Meeting held on June 29, 2007, had approved the Register of Members and other returns/documents, etc. to be kept at the premises of TSR Consultants Private Limited ("TCPL") (formerly known as TSR Darashaw Consultants Private Limited), the Registrar and Transfer Agent ("RTA") of the Company at 6-10 Haji Moosa Patrawala

Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai-400 011.

Owing to the shifting of the registered office of TCPL, approval of the Members is sought by way of a Special Resolution for keeping the aforesaid documents at the Office of the Company's Registrar and Share Transfer Agents and/or at the other places mentioned in the Resolution.

The Board recommends the resolution as set out at Item No. 6 of the accompanying Notice for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

Details of Directors seeking re-appointment at the Annual General Meeting

Particulars	N Ganapathy Subramaniam
DIN	07006215
Date of Birth and Age	May 20, 1959 (62 years)
Date of Appointment	February 21, 2017
Qualifications	Master's Degree in Mathematics
Expertise in specific functional areas	Wide experience in Information Technology
Directorships held in other companies	Tata Elxsi Limited TCS Foundation Tata Communications Limited Tejas Networks Limited
Memberships/Chairmanships of committees of other companies	Tata Elxsi Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Executive Committee* • Risk Management Committee
Number of Equity Shares held in the Company	197,760 Equity Shares

*Chairman

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel, in respect of the above Director, please refer to the corporate governance report which is a part of this report.

List of subsidiaries of Tata Sons Private Limited as on March 31, 2022 (Excluding Tata Consultancy Services Limited and its Subsidiaries)

Sr. No.	Name
1	Ewart Investments Limited
2	Tata Limited
3	Tata AIA Life Insurance Company Limited
4	Tata AIG General Insurance Company Limited
5	Indian Rotorcraft Limited
6	Panatone Finvest Limited
7	Akashastha Technologies Private Limited
8	Tejas Networks Limited
9	Tejas Communication Pte Limited
10	Tejas Communications (Nigeria) Limited
11	TS Investments Limited
12	Tata SIA Airlines Limited
13	Tata Incorporated
14	Tata Investment Corporation Limited
15	Simto Investment Company Limited
16	Tata Asset Management Private Limited (formerly Tata Asset Management Limited)
17	Tata Asset Management (Mauritius) Private Limited
18	Tata Pension Management Limited
19	Tata Consulting Engineers Limited
20	Ecofirst Services Limited

Sr. No.	Name
21	TCE QSTP-LLC
22	Tata Engineering Consultants Saudi Arabia Company
23	Tata International AG, Zug
24	TRIF Investment Management Limited
25	Tata Advanced Systems Limited
26	Aurora Integrated Systems Private Limited
27	Nova Integrated Systems Limited
28	TASL Aerostructures Private Limited
29	Tata Capital Limited
30	Tata Capital Advisors Pte. Limited
31	Tata Capital Financial Services Limited
32	Tata Capital General Partners LLP
33	Tata Capital Growth Fund I
34	Tata Capital Healthcare General Partners LLP
35	Tata Capital Housing Finance Limited
36	Tata Capital Plc
37	Tata Capital Pte. Limited
38	Tata Cleantech Capital Limited
39	Tata Opportunities General Partners LLP
40	Tata Securities Limited
41	Tata Capital Special Situation Fund

Sr. No.	Name
42	Tata Capital Healthcare Fund I
43	Tata Capital Innovations Fund
44	Tata Capital Growth Fund II
45	TCL Employee Welfare Trust
46	Tata Capital Growth II General Partners LLP
47	Tata Capital Healthcare Fund II
48	Tata Capital Healthcare II General Partners LLP
49	Tata Housing Development Company Limited
50	Apex Realty Private Limited
51	Concept Developers & Leasing Limited (formerly Concept Marketing and Advertising Limited)
52	HL Promoters Private Limited
53	HLT Residency Private Limited
54	Kolkata-One Excelton Private Limited
55	Kriday Realty Private Limited
56	Sector 113 Gatevida Developers Private Limited (formerly Lemon Tree Land & Developers Private Limited)
57	One-Colombo Project (Private) Limited
58	Promont Hillside Private Limited
59	Promont Hilltop Private Limited
60	Smart Value Homes (Boisar) Private Limited (formerly Niyati Sales Private Limited)
61	Smart Value Homes (Peenya Project) Private Limited (formerly Smart Value Homes (Boisar Project) Private Limited)

Sr. No.	Name
62	Tata Value Homes Limited (formerly Smart Value Homes Limited)
63	THDC Management Services Limited (formerly THDC Facility Management Limited)
64	World-One (Sri Lanka) Projects Pte. Limited
65	World-One Development Company Pte. Limited
66	Synergizers Sustainable Foundation
67	Smart Value Homes (New Project) LLP
68	One Bangalore Luxury Projects LLP
69	Ardent Properties Private Limited
70	Princeton Infrastructure Private Limited
71	Land kart Builders Private Limited
72	Tata Realty and Infrastructure Limited
73	Acme Living Solutions Private Limited
74	Arrow Infraestate Private Limited
75	Gurgaon Construct Well Private Limited
76	Gurgaon Realtech Limited
77	HV Farms Private Limited
78	TRIF Gurgaon Housing Projects Private Limited
79	Wellkept Facility Mangement Services Private Limited (formerly TRIL Hospitality Private Limited)
80	TRIL Roads Private Limited
81	TRIL Urban Transport Private Limited
82	TRIL Infopark Limited

Sr. No.	Name
83	Hampi Expressways Private Limited
84	Dharamshala Ropeway Limited
85	International Infrabuild Private Limited
86	Uchit Expressways Private Limited
87	Durg Shivnath Expressways Private Limited (formerly SMS Shivnath Infrastructure Private Limited)
88	Matheran Rope-Way Private Limited
89	MIA Infrastructure Private Limited
90	TRIL Bengaluru Real Estate One Private Limited
91	TRIL Bengaluru Consultants Private Limited (formerly TRIL Bengaluru Real Estate Two Private Limited)
92	TRIL Bengaluru Real Estate Three Private Limited
93	TRIL IT4 Private Limited (formerly Albrecht Builder Private Limited)
94	Infopark Properties Limited
95	Tata Trustee Company Private Limited (formerly Tata Trustee Company Limited)
96	Tata Play Limited (formerly Tata Sky Limited)
97	Actve Digital Services Private Limited
98	Tata Sky Broadband Private Limited (formerly Quickest Broadband Private Limited)
99	TSBB Voice Private Limited
100	Niskalp Infrastructure Services Limited (formerly Niskalp Energy Limited)
101	India Emerging Companies Investment Limited

Sr. No.	Name
102	Inshaallah Investments Limited
103	Tata Industries Limited
104	Qubit Investments Pte. Limited
105	Flisom-AG
106	915 Labs Inc (formerly 915 Labs LLC)
107	Flisom Hungary Kft
108	Tata Autocomp Systems Limited
109	Automotive Stampings and Assemblies Limited
110	Nanjing Tata Autocomp Systems Limited
111	TACO Engineering Services GmbH
112	Changshu Tata AutoComp Systems Limited
113	Tata Toyo Radiator Limited
114	TACO Sasken Automotive Electronics Limited
115	Ryhpez Holding (Sweden) AB
116	TitanX Holding AB
117	TitanX Engine Cooling Inc.
118	TitanX Engine Cooling Kunshan Co. Ltd.
119	TitanX Engine Cooling AB
120	TitanX Refrigeração de Motores LTDA
121	TitanX Engine Cooling, Poland
122	Tata AutoComp Gotion Green Energy Solutions Private Limited
123	TitanX Engine Cooling SRL

Sr. No.	Name
124	Tata International Limited
125	Blackwood Hodge Zimbabwe (Private) Limited
126	Calsea Footwear Private Limited
127	Monroa Portugal, Comércio E Serviços, Unipessoal LDA
128	Move On Retail Spain, S.L.
129	Pamodzi Hotels Plc
130	Tata Africa (Cote D'Ivoire) SARL
131	Tata Africa Holdings (Ghana) Limited
132	TATA Africa Holdings (Kenya) Limited
133	Tata Africa Holdings (SA) (Proprietary) Limited
134	Tata Africa Holdings (Tanzania) Limited
135	Tata Africa Services (Nigeria) Limited
136	Tata De Mocambique, Limitada
137	Tata Holdings Mocambique Limitada
138	Tata International Metals (Americas) Limited (formerly Tata Steel International (North America) Limited)
139	Tata International Metals (Asia) Limited (formerly Tata Steel International (Hongkong) Limited)
140	Tata International Metals (Guangzhou) Limited
141	Tata International Metals (UK) Limited (formerly Tata Steel International (UK) Limited)
142	Tata International Singapore Pte Limited
143	Tata South East Asia (Cambodia) Limited

Sr. No.	Name
144	Tata Uganda Limited
145	Tata West Asia FZE
146	Tata Zambia Limited
147	Tata Zimbabwe (Private) Limited (dormant)
148	TIL Leather Mauritius Limited
149	Tata International West Asia DMCC
150	Motor-Hub East Africa Limited
151	Tata International Vietnam Company Limited
152	Tata International Unitech (Senegal) SARL (formerly Tata Africa (Senegal) S.A.R.L.)
153	Tata International Canada Limited
154	Newsshelf 1369 Pty Ltd
155	Alliance Finance Corporation Limited
156	AFCL Ghana Limited
157	AFCL Premium Services Ltd.
158	AFCL Zambia Limited
159	Alliance Leasing Limited
160	Stryder Cycle Private Limited
161	AFCL RSA (Pty) Limited
162	TISPL Trading Company Limited (formerly Tata International Myanmar Limited)
163	Société Financière Décentralisé Alliance Finance Corporation Senegal
164	Tata International DLT Private Limited

Sr. No.	Name
165	Taj Air Limited
166	Impetis Biosciences Limited
167	Tata Teleservices Limited
168	Tata Tele NXTGEN Solutions Limited (formerly MMP Mobi Wallet Payment Systems Limited)
169	NVS Technologies Limited
170	TTL Mobile Private Limited (formerly Virgin Mobile (India) Private Limited)
171	Tata Teleservices (Maharashtra) Limited
172	AirAsia (India) Limited
173	Tata Digital Private Limited (formerly Tata Digital Limited)
174	Tata Payments Limited
175	Supermarket Grocery Supplies Private Limited
176	Innovative Retail Concepts Private Limited
177	Savis Retail Private Limited
178	Delyver Retail Network Private Limited
179	Dailyninja Delivery Services Private Limited
180	Tata 1mg Technologies Private Limited
181	Tata 1mg Healthcare Solutions Private Limited
182	LFS Healthcare Private Limited
183	Infiniti Retail Limited
184	Tata Fintech Private Limited
185	Protraviny Private Limited

Sr. No.	Name
186	Tata Medical and Diagnostics Limited
187	Talace Private Limited
188	Air India Limited
189	Air India Express Limited
190	Tata Electronics Private Limited (formerly TRIL Bengaluru Real Estate Four Private Limited)
191	Vidiyal Residency Private Limited
192	Tata Business Hub Limited
193	Tata Elxsi Limited
194	Tata Communications Limited
195	Tata Communications Transformation Services Limited
196	Tata Communications Collaboration Services Private Limited
197	Tata Communications Payment Solutions Limited
198	Tata Communications Lanka Limited
199	Tata Communications Services (International) Pte. Limited
200	Tata Communications (Bermuda) Limited
201	Tata Communications (Netherlands) B.V.
202	Tata Communications (Hong Kong) Limited
203	ITXC IP Holdings S.A.R.L.
204	Tata Communications (America) Inc.
205	Tata Communications (International) Pte Limited
206	Tata Communications (Canada) Limited
207	TATA COMMUNICATIONS (BELGIUM) SRL (formerly Tata Communications (Belgium) S.P.R.L.)

Sr. No.	Name
208	Tata Communications (Italy) SRL
209	Tata Communications (Portugal) Unipessoal LDA
210	Tata Communications (France) SAS
211	Tata Communications (Nordic) AS
212	Tata Communications (Guam) L.L.C.
213	Tata Communications (Portugal) Instalacao E Manutencao De Redes LDA
214	Tata Communications (Australia) Pty Limited
215	Tata Communications SVCS Pte Ltd (formerly Tata Communications Services (Bermuda) Limited
216	Tata Communications (Poland) SP.Z.O.O.
217	Tata Communications (Japan) KK.
218	Tata Communications (UK) Limited
219	Tata Communications Deutschland GMBH
220	Tata Communications (Middle East) FZ-LLC
221	Tata Communications (Hungary) KFT
222	Tata Communications (Ireland) DAC
223	Tata Communications (Russia) LLC
224	Tata Communications (Switzerland) GmbH
225	Tata Communications (Sweden) AB
226	TCPOP Communication GmbH
227	Tata Communications (Taiwan) Limited
228	Tata Communications (Thailand) Limited

Sr. No.	Name
229	Tata Communications (Malaysia) Sdn. Bhd.
230	Tata Communications Transformation Services South Africa (Pty) Ltd
231	Tata Communications (Spain) S.L.
232	Tata Communications (Beijing) Technology Limited
233	VSNL SNOSPV Pte. Limited
234	Tata Communications (South Korea) Limited
235	Tata Communications Transformation Services (Hungary) Kft.
236	Tata Communications Transformation Services Pte Limited
237	Tata Communications (Brazil) Participacoes Limitada
238	Tata Communications Transformation Services (US) Inc
239	Tata Communications Comunicacoes E Multimidia (Brazil) Limitada
240	Nexus Connexion (SA) Pty Limited
241	SEPCO Communications (Pty) Limited
242	Tata Communications (New Zealand) Limited
243	Tata Communications MOVE B.V.(formerly Teleena Holding B.V.)
244	Tata Communications MOVE Nederland B.V. (formerly Teleena Nederland B.V.)
245	MuCoso B.V. (formerly Tata Communications MuCoso B.V.)
246	NetFoundry Inc.
247	TCTS Senegal Limited
248	OASIS Smart SIM Europe SAS
249	Oasis Smart E-Sim Pte Ltd

List of subsidiaries of Tata Motors Limited as on March 31, 2022

Sr. No.	Name
1	TML Business Services Limited (TMLBSL)
2	Tata Motors Insurance Broking and Advisory Services Limited
3	Tata Hispano Motors Carrocera S.A.
4	Tata Hispano Motors Carroceries Maghreb SA
5	TMF Holdings Limited
6	TML Holdings Pte. Limited
7	Brabo Robotics and Automation Limited
8	Tata Precision Industries Pte. Limited
9	Tata Technologies Limited
10	Tata Marcopolo Motors Limited
11	JT Special Vehicles Pvt. Limited
12	TML CV Mobility Solutions Limited
13	Tata Passenger Electric Mobility Ltd.
14	Tata Motors Passenger Vehicles Limited (Name changed from TML Business Analytics Services Limited with effect from September 17, 2021)
15	Tata Motors European Technical Centre PLC
16	Trilix S.r.l.
17	Tata Daewoo Commercial Vehicle Company Limited
18	Tata Daewoo Commercial Vehicle Sales and Distribution Company Limited

Sr. No.	Name
19	PT Tata Motors Indonesia
20	PT Tata Motors Distribusi Indonesia
21	Jaguar Land Rover Automotive plc
22	Tata Motors (Thailand) Limited
23	Tata Motors (SA) (Proprietary) Limited
24	Jaguar Land Rover Holdings Limited
25	Limited Liability Company "Jaguar Land Rover" (Russia)
26	Jaguar Land Rover (China) Investment Co. Ltd.
27	Jaguar Land Rover Limited
28	In-Car Ventures Limited
29	Shanghai Jaguar Land Rover Automotive Services Company Limited
30	Jaguar Land Rover Austria GmbH
31	Jaguar Land Rover Japan Limited
32	JLR Nominee Company Limited (dormant)
33	Jaguar Land Rover Deutschland GmbH
34	Jaguar Land Rover Classic Deutschland GmbH
35	Jaguar Land Rover North America LLC
36	Jaguar Land Rover Nederland BV
37	Jaguar Land Rover Portugal-Veículos e Peças, Lda.
38	Jaguar Land Rover Australia Pty Limited
39	Jaguar Land Rover Italia Spa

Sr. No.	Name
40	Jaguar Land Rover Korea Company Limited
41	Jaguar Land Rover Canada ULC
42	Jaguar Land Rover France, SAS
43	Jaguar e Land Rover Brasil Indústria e Comércio de Veículos LTDA
44	Jaguar Land Rover India Limited
45	Jaguar Land Rover Espana SL
46	Jaguar Land Rover Belux NV
47	Jaguar Cars South Africa (Pty) Limited (dormant)
48	Jaguar Cars Limited (dormant)
49	Land Rover Exports Limited (dormant)
50	Land Rover Ireland Limited (non-trading)
51	The Daimler Motor Company Limited (dormant)
52	Daimler Transport Vehicles Limited (dormant)
53	S.S. Cars Limited (dormant)
54	The Lanchester Motor Company Limited (dormant)
55	Jaguar Land Rover Pension Trustees Limited (dormant)
56	Jaguar Land Rover Slovakia s.r.o
57	Jaguar Land Rover Singapore Pte. Ltd.
58	Jaguar Racing Limited
59	Jaguar Land Rover Colombia S.A.S
60	Jaguar Land Rover Ireland (Services) Limited
61	Jaguar Land Rover Taiwan Company Limited

Sr. No.	Name
62	Jaguar Land Rover Servicios México, S.A. de C.V.
63	Jaguar Land Rover México, S.A.P.I. de C.V.
64	Jaguar Land Rover Hungary KFT
65	Jaguar Land Rover Classic USA LLC (dormant)
66	Jaguar Land Rover (South Africa) Holdings Limited
67	Jaguar Land Rover Ventures Limited
68	InMotion Ventures Limited
69	Spark44 (JV) Limited
70	Bowler Motors Limited
71	Jaguar Land Rover (Ningbo) Trading Co. Limited
72	Jaguar Land Rover (South Africa) (Pty) Limited
73	Spark44 Pty. Ltd. (Sydney, Australia)
74	Spark44 GmbH (Frankfurt, Germany)
75	Spark44 LLC (NYC, USA)
76	Spark44 Shanghai Limited (Shanghai, China)
77	Spark44 DMCC (Dubai, UAE)
78	Spark44 Demand Creation Partners Private Limited (Mumbai, India)
79	Spark44 Limited (London & Birmingham, UK)
80	Spark44 Singapore Pte. Ltd. (Singapore)
81	Spark44 Communications SL (Madrid, Spain)
82	Spark44 S.r.l. (Rome, Italy)
83	Spark44 Seoul Limited (Korea)

Sr. No.	Name
84	Spark44 Japan K.K. (Tokyo, Japan)
85	Spark44 Canada Inc (Toronto, Canada)
86	Spark44 Pty. Limited (South Africa)
87	Spark44 Colombia S.A.S. (Colombia)
88	Spark44 Taiwan Limited (Taiwan)
89	InMotion Ventures 2 Limited
90	InMotion Ventures 3 Limited
91	Tata Technologies Pte. Limited
92	Tata Technologies (Thailand) Limited
93	Tata Manufacturing Technologies (Shanghai) Co. Limited
94	INCAT International Plc.
95	Tata Technologies GmbH
96	Tata Technologies Europe Limited
97	Tata Technologies Nordics AB
98	Tata Technologies Inc.
99	Tata Technologies de Mexico, S.A. de C.V.
100	Cambric Limited
101	Tata Technologies SRL Romania
102	Tata Motors Finance Solutions Limited
103	Tata Motors Finance Limited

List of subsidiaries of the Company (other than wholly owned subsidiaries) as on March 31, 2022

Sr No.	Name of the Subsidiary
1	APTOnline Limited
2	MP Online Limited
3	C-Edge Technologies Limited
4	MahaOnline Limited
5	Tata Consultancy Services (China) Co., Ltd.
6	Tata Consultancy Services Japan, Ltd.