

Sr. No.	Description	Particulars
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 	Not Applicable
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>	Not Applicable
D	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	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

v. 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 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 1.1 percent of the consolidated turnover of the Company per annum through contracts/arrangements which are entered for a duration up to 5 years or more and a cumulative threshold of 2.22 percent of the consolidated turnover of the Company across all related parties per annum
5.	Particulars of the proposed transaction	Same as Sr. No. 3
6.	Tenure of the transaction	Contracts/arrangements with a duration upto 5 years or more
7.	Value of the proposed transaction	1.1 percent of the consolidated turnover of the Company per annum with a single related party subject to a cumulative threshold of 2.2 percent of the consolidated turnover of the Company per annum across all related parties

Sr. No.	Description	Particulars
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 RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)</i>	1.1 percent of the consolidated turnover of the Company with single related party 2.2 percent of the consolidated turnover of the Company across all related parties Up to 50 percent of respective subsidiary turnover
9.	Justification 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 Limited. Solutions framework along with trained domain experts of TCS Limited ensure delivery of high quality and certainty to 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 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 of loans, inter-corporate deposits, advances or investments made or given	
A	Source of funds	Not Applicable
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 	Not Applicable
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>	Not Applicable
D	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	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

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.

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

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

Particulars	Aarthi Subramanian	K Krithivasan
DIN	07121802	10106739
Date of Birth and Age	June 26, 1967 (55 years)	May 5, 1964 (58 years)
Date of Appointment	March 12, 2015	June 1, 2023
Qualifications	<ul style="list-style-type: none"> B. Tech in Computer Science Master's Degree in Engineering Management 	<ul style="list-style-type: none"> Bachelor's Degree in Mechanical Engineering Master's Degree in Industrial and Management Engineering
Expertise in specific functional areas	Wide experience in Information Technology	Wide experience in Information Technology
Terms and Conditions of appointment/re- appointment	Not Applicable	Appointed as the CEO and MD for a period of five years w.e.f. from June 1, 2023. Terms and conditions of his appointment and proposed remuneration are specified in the resolution and explanatory statement annexed to this notice.
Details of Remuneration sought to be paid	Sitting fees for attending Board Meetings and Committee Meetings, if any, where she is a member.	Details of remuneration sought to be paid are detailed in Explanatory Statement – Item No. 5
Number of Board meeting attended during the year (Financial Year 2022-23)	6 (Six)	Not Applicable
Directorships held in other companies (excluding Foreign Companies)	<ul style="list-style-type: none"> Tata Industries Limited Tata Capital Limited Tata AIA Life Insurance Company Limited Tata Payments Limited Tata Unistore Limited Infiniti Retail Limited Tata Business Hub Limited Tata Digital Private Limited Supermarket Grocery Supplies Private Limited Tata Neu Private Limited 	Nil
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Nil
Memberships/Chairmanships of committees of other companies	Tata Capital Limited <ul style="list-style-type: none"> Stakeholders Relationship Committee* Corporate Social Responsibility Committee Information Technology Strategy Committee Infiniti Retail Limited <ul style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee Risk Management Committee Corporate Social Responsibility Committee* Technology Committee 	Nil