TCS/PIT/SE- 8/2015-16

August 28, 2015

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai
Fax No. 2659 8237 / 38
Kind Attn: Manager, Listing Department

BSE Limited
P. J. Towers, Dalal Street,
Mumbai
Fax No. 2272 2037 / 3121
Kind Attn: General Manager
Department of Corporate Services
Scrip Code No. 532540 (BSE)

Sub: Confirmation of formulation of Codes under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

In terms of Regulations 8 and 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations") read with SEBI Circular no. CIR/ISD/01/2015 dated May 11, 2015, the Company confirms that it has formulated and adopted a Code of Conduct for Prevention of Insider Trading and also the Code of Corporate Disclosure Practices.

The Code of Corporate Disclosure Practices has also been uploaded on the Company's website, as required. Further, in compliance with the Regulation 8(2) of the Regulations Code of Corporate Disclosure Practices is also enclosed herewith for your records.

You are requested to take the above on record.

Thanking you,

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

Suprakash Mukhopadhyay
Vice President and Company Secretary

TATA CONSULTANCY SERVICES
Tata Consultancy Services Limited
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Tel 91 22 6778 9999 Fax 91 22 6778 9000 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

CODE OF CORPORATE DISCLOSURE PRACTICES

It is mandatory in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Regulations**") for every company whose securities are listed on a stock exchange, to formulate and publish on its website a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code**"). The Code among other things also seeks to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (**"UPSI"**) to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

Overseeing and co-ordinating disclosure:

The Company shall designate a senior officer as a Chief Investor Relations Officer (**"CIRO"**) who along with the Compliance Officer under the Regulations (**"CO"**) and Chief Corporate Communication Officer (**"CCCO"**), if any, would be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of UPSI pursuant to this Code as required under the Regulations so as to avoid selective disclosure.

The CIRO/CO/CCCO, as the case may be, shall ensure that information shared with media, investor, potential investor, analysts and research personnel is not UPSI. The CIRO/CO/CCCO shall be responsible for overseeing and co-ordinating disclosure of UPSI to analysts, shareholders and media, and educating employees on disclosure policies and procedures.

Disclosure of UPSI:

All disclosure/dissemination of any UPSI (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the CIRO/CO/CCCO, for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the CIRO/CO/CCCO, as the case may be, and by the Chief Financial Officer (CFO) / the Chief Executive Officer and Managing Director (CEO & MD).

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

Should any dissemination of information on behalf of the Company take place without prior approval referred above, out of accidental omission, selectively, inadvertently or otherwise by any Employee / Director of the Company then such Employee / Director of the Company shall forthwith inform the CIRO/CO/CCCO and/or the CFO/CEO & MD.

The CIRO/CO/CCCO, will then promptly take appropriate measures to rectify such inadvertent disclosures or omissions including disseminate the information so as to make such information generally available.

Responding to market rumors:

The Employee/ Director of the Company shall promptly direct any queries on news reports or requests for verification of market rumours received from regulatory authorities to the CIRO/CO/CCCO and/or the CFO/CEO & MD.

The CIRO/CO/CCCO shall on receipt of requests as aforesaid, consult the CFO/CEO & MD and send an appropriate and fair response to the same.

The CIRO/CO/CCCO shall be responsible for deciding in consultation with the CFO/CEO & MD as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.

All requests/queries received shall be documented, and as far as practicable, the CIRO/CO/CCCO, shall request for such queries/requests in writing.

Disclosure/ dissemination of UPSI with special reference to analysts/investors meet:

No person, except those authorized by the CIRO/CO/CCCO shall disclose any information relating to the Company's Securities to analysts/investors. The CIRO/CO/CCCO shall be invited to meetings/ conferences organized by the Company with analysts/investors.

All Directors and Employees of the Company should follow the guidelines given hereunder while dealing with analysts/investors:

Sharing of UPSI:

The Employee and Director of the Company shall provide only public information to analysts/investors. In case any UPSI is proposed to be provided, the person proposing to so provide information shall consult the CIRO/CO/CCCO in advance. The CIRO/CO/CCCO shall ensure that the information provided to the analyst/investor as above is made public simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with analysts'/investors' questions that raise issues outside the intended scope of discussion.

The CIRO/CO/CCCO should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the CFO/CEO & MD. If the answer to any question requires dissemination of UPSI, the CIRO/CO/CCCO shall report the same to the CFO/CEO & MD and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press. The CIRO/CO/CCCO shall, after dissemination of such UPSI, respond to such unanticipated questions.

The CIRO/CO/CCCO shall handle all the UPSI on a need-to-know basis only. In case of doubt, the CIRO/CO/CCCO shall consult and seek approval of the CFO/CEO & MD before dissemination of such information.

Recording of discussion:

All analyst/ investor conferences shall be attended by the CIRO/CO/ CCCO or their representatives, who may be accompanied by any other authorized employee(s) of the Company. In order to avoid misquoting or misrepresentation, CIRO/CO/CCCO can make transcripts or arrangements for recording the discussions at the meeting.

Simultaneous release of information:

Whenever the Company proposes to organise analyst/investor meet, the Company shall make a press release or post relevant information on its website.

The CIRO/CO/CCCO as the case may be, shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the CFO/CEO & MD.

Medium of disclosure/ dissemination:

The Company shall disseminate all credible and concrete UPSI in a timely manner to stock exchanges where its Securities are listed in accordance with the requirements of applicable law and thereafter to the press.

The Company shall put up on its website, all such information as may be required in accordance with the requirements of applicable laws.

The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges, as required under the Regulations.