



Divi's Laboratories Limited

Date.23rd May 2015

The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex, Bandra (East)
MUMBAI – 400 051

Stock code: DIVISLAB

Dear Sir,

Sub: Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Ref: SEBI Circular No. CIR/ISD/01/2015 dated 11th May 2015

In terms of Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 and SEBI Circular referred above, we confirm that the Company has formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The code has been uploaded on the Website of Company and the same is enclosed herewith.

Further pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, the Company has adopted the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders.

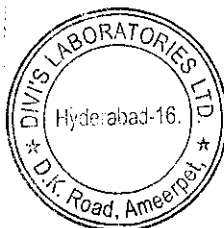
Kindly take the same on record.

Thanking You,

Yours faithfully,

For Divi's Laboratories Limited

P V Lakshmi Rajani
Company Secretary
(ACS 18882)



CIN : L24110TG1990PLC011854

“An ISO-9001, ISO-14001 and OHSAS-18001 Triple certified company”

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**CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION (CODE OF FAIR DISCLOSURE)**

OF

DIVI'S LABORATORIES LIMITED

PREAMBLE

Divi's has always believed in equal dissemination of information to all the investors and has always endeavored to create an atmosphere for achieving this. The belief of Divi's is now supplemented with the issue of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') which mandates the listed Companies to frame a Code of Practices and Procedures for fair Disclosure of unpublished price sensitive information.

The Board of Directors of Company shall frame a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner.

Accordingly, this code has been framed in pursuance to the regulation contained in Clause 8(1) of Chapter IV of SEBI (Prohibition of Insider Trading) Regulation, 2015 and the purpose of this code is to ensure timely and adequate disclosure of price sensitive information.

OBJECTIVE

The objective of formulation of Code of Practices and Procedures for Fair Disclosures is to ensure fair disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. Prompt public disclosure of unpublished price sensitive information

Unpublished Price Sensitive Information shall be given to the Stock Exchanges and disseminated promptly on a continuous and immediate basis. For this purpose Unpublished Price Sensitive Information means any information, which relates directly or indirectly to a company and which if published is likely to materially affect the price of shares of the Company.

The following shall be deemed to be Unpublished Price Sensitive Information:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

2. Uniform and Universal dissemination of unpublished price sensitive information

The disclosure of unpublished price sensitive information shall be on a uniform basis and will be universally disseminated.

3. Chief Investor Relations Officer

The Company has designated the Company Secretary as Chief Investor Relations Officer and shall be responsible for ensuring that the Company complies with the continuous disclosure requirements. She/he shall also be responsible for overseeing & coordinating dissemination of information and disclosure of unpublished price sensitive information.

4. Prompt dissemination of unpublished price sensitive information that get disclosed inadvertently or selectively

The Company shall promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. Procedure for responding to any Query or Request by Stock Exchange on news reports/ Market Rumours

5.1 Replies to all queries or requests for verification of market rumours shall be sent only after obtaining the approval of the Managing Director.

5.2 Such replies shall be signed by the Compliance Officer. In his/her absence, such replies shall be signed by such other officer / person as may have been authorized.

5.3 A copy of such replies shall also be sent to other stock exchanges where shares of the Company are listed.

5.4 The Compliance Officer shall oversee corporate disclosure. She/he shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

6. Disclosure / dissemination of Price Sensitive Information with special reference to Analysts and Research Personnel

The Company shall provide only public information to the Analysts/Research Personnel/ Institutional Investors. The Company shall ensure that the information shared with analysts /research personnel/ Institutional Investors is not Unpublished Price Sensitive Information. Further, in order to avoid misquoting or misrepresenting it is desired that two Company representatives be present at the meeting with Analysts/Research Personnel/ Institutional Investors and the discussion should be recorded. Transcripts or records of proceedings of meetings shall be placed on the Company's website.

7. Unpublished price sensitive information on Need-to-Know basis

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

Disclosure

The Company reserves the right to modify and/or amend this Code of Fair Disclosure at any time.

This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed and will be disclosed on the Company's website www.divislaboratories.com.