Jyothy LABORATORIES LIMITED

CIN - L24240MH1992PLC128651

'UJALA HOUSE', Ramakrishna Mandir Road, Kondivita, Andheri (East), Mumbai-400 059

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UJALA

May 18, 2015

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 023.

By Hand- Delivery
By email at corp.relations@bseindia.com
Scrip Code: 532926

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051

By Hand- Delivery
By email: cmlist@nse.co.in
Scrip Code: JYOTHYLAB

Sub: Formulation of Codes under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Dear Sirs,

This is with reference to Circular no. CIR/ISD/01/2015 dated May 11, 2015 issued by Securities and Exhange Board of India and Regulations 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations").

We confirm the formulation of the Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information under Regulation 8 and the Code of Conduct to Regulate, Monitor and Report trading by Insiders under Regulation 9 of the Regulations.

In terms of Regulation 8 (2) of the Regulations, we are enclosing a copy of the of Practice and Procedure for Fair Disclosure of Unpublished Price sensitive Information of Jyothy Laboratories Limited as approved by its Board of Directors and published on the website of the Company.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For **Jyothy Laboratories Limited**

M. L. Bansal
Company Secretary

Encl : a.a.

CODE OF PRACTICES AND PROCEDURES

FOR

FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

OF

JYOTHY LABORATORIES LIMITED

1) OBJECTIVE:

The Board of Directors of the Company has formulated this code pursuant to Regulation 8 (1) of Chapter IV of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for fair disclosure of events and occurrences that could impact price discovery in the market for its securities keeping in view the principles such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings, and the like set out in Schedule A to the aforesaid regulations.

2) TITLE:

This code is the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of Jyothy Laboratories Limited. For the sake of brevity, it shall be known as "JLL – Fair Disclosure Code".

3) COMMENCEMENT:

This Code becomes effective from 15th May 2015.

4) DEFINITIONS:

Expression	Meaning
Act	Means Securities and Exchange Board of India Act, 1992.
Board of Directors	Means Board of Directors of Jyothy Laboratories Limited.
Code or this Code	Means 'Jyothy Laboratories Limited – Fair Disclosure Code', as amended from time to time.
Companies Act	Means Companies Act, 2013.
Company	Means Jyothy Laboratories Limited.
Regulations	Means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Unpublished Price Sensitive Information (UPSI)	Means any information, relating to the Company or its securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily, be the information, including but not restricted to, the following: a) Financial results; b) Dividends; c) Changes in capital structure; d) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; e) Changes in Key Managerial Personnel; and f) Material events in accordance with the listing agreement. NB: The above is the illustrative list (for guidance) of matters that would ordinarily give rise to unpublished price sensitive information.
NEED TO KNOW	"need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need to know the information to discharge their duties / obligations and whose possession of such information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

5) CHIEF INVESTOR RELATION OFFICER (CIRO):

The Company Secretary or such other senior official nominated as such by the Board of Directors of the Company from time to time shall be Chief Investor Relation Officer of the Company. Ms. Neetu Kashiramka, Vice President – Finance, is designated as the Chief Investor Relation Officer to oversee corporate disclosures. Ms. Neetu Kashiramka shall be responsible for ensuring that the Company complies with continuous disclosure requirements, and overseeing and coordinating disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.

6) PRE-APPROVAL OF MARKET SENSITIVE INFORMATION PRIOR TO DISSEMINATION :

Any Price Sensitive Information shall be pre-approved prior to its disclosure / dissemination. In case of doubt, the CIRO shall clarify as to whether any information is a Price Sensitive Information. The approval for dissemination / disclosure of a Price Sensitive Information shall be either granted by the Chief Executive Officer or the Managing / Executive Director, as the case may be. The approving authority shall consult the CIRO prior to granting any such approval.

7) DISCLOSURE / DISSEMINATION OF PRICE SENSITIVE INFORMATION:

(a) Upon coming in possession of any Information which has the potential to be a Price Sensitive Information, a person shall promptly share the same with the CIRO. The CIRO shall in consultation with the Chief Executive Officer or the Managing / Executive Director, decide as to whether such information shall be considered to be a Price Sensitive Information and thereby needs to be shared with the stock exchange for dissemination of general public.

(b) Upon the decision being made that the information concerned is Price Sensitive Information, the CIRO shall disseminate the same to stock exchanges whereupon the Securities of the Company are listed and also arrange to post the same on the web site of the Company.

(c) While deciding whether the information is Price Sensitive or not and consequently to decide whether to share or not to share the same with general public, following factors shall be considered:

i) Materiality - Whether the information has the capability to materially affect, either positively or negatively, the functioning, revenue, profitability or net worth of the Company.

ii) Timing - If the information is about happening or non-happening of an event (for instance procurement of a major contract etc.) then whether the fact of happening or non-happening of such event has crystallized without any doubt or it is premature to share such information.

iii) Fairness - Whether sharing of such information with general public is fair, in that will it create a market in the Securities of the Company which is not warranted / sustainable

iv) Completeness - Whether sharing of such information will be misleading considering other relevant / connected factors which are not / cannot be shared.

(d) All the Price Sensitive Information that may impact price discovery shall be promptly made public and shared with the stock exchange whereupon the Securities of the Company are listed. Such information shall also be disseminated on the web site of the Company. UPSI shall be disclosed no sooner than the credible and concrete information comes into being in order to make such information generally available.

e) The dissemination of UPSI shall be uniform and universal and selective disclosure shall be avoided.

f) If any Unpublished Price Sensitive Information is disclosed inadvertently by any person, without pre-approval, to a select group he shall immediately inform the CIRO about such happening. The CIRO shall promptly arrange to disseminate such Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.

g) All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

8) MEDIUM OF DISCLOSURE / DISSEMINATION OF PRICE SENSITIVE INFORMATION:

The Company shall disclose / disseminate all Price Sensitive Information on a continuous and in a timely manner to Stock Exchanges where its Securities are listed and thereafter to the press wherever necessary.

As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's web site. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same. The dissemination of Price Sensitive Information shall be achieved so as to reach maximum number of stakeholders.

9) SHARING OF INFORMATON WITH MARKET INTERMEDIARIES AND OTHER PARTIES

CIRO shall ensure that the Company discloses UPSI, where essential, only to such market intermediaries/ other agencies/ persons who have formulated a code of conduct governing trading by its employees, as per the requirement of Regulations. In addition to above the CIRO may require the other parties to execute a written Confidentiality and Non disclosure agreement.

10) SHARING OF INFORMATION WITH ANALYSTS, RESEARCH PERSONNEL & OTHER INVESTORS

a. No Unpublished Price Sensitive Information shall be shared with analysts and research personnel. If any Unpublished Price Sensitive Information is shared with analysts and research personnel then such information shall be promptly made public.

b. In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives are present at meetings with analysts, brokers or Institutional Investors and discussion is, preferably, recorded.

c. In case of questions or queries by analysts etc. which raise questions outside the scope of the discussion, response shall be given later after due consideration. If the answer includes Undisclosed Price Sensitive Information then a public announcement shall be made before responding to analysts, research personnel, etc.

d. A transcript or record of the proceedings of meetings with analysts and other investor relations conferences shall be made and posted on the web site of the Company to ensure official confirmation and documentation of the disclosure made.

11) RESPONDING TO MARKET RUMOURS:

Upon receiving any queries or requests for verification of market rumors by the stock exchanges or other regulatory authorities or from the press or media or from any other source, the CIRO shall formulate a reply to the same after consulting the Managing Director and other internal approvals, as may be necessary, promptly submit the same to the stock exchange and / or other source from which such query or request was received. The CIRO shall also, in consultation with the Managing Director, decide whether a public announcement is necessary for verifying or denying such rumors and then make the disclosures accordingly.

12) INTERPRETATION:

(a) The CIRO shall be consulted on the matters of interpretation of any of the provisions of this Code. The CIRO shall have a right to consult an expert for seeking clarification on any of the provisions of the Regulations or this Code.

(b) Any reference in this Code to male gender shall be construed to include female and neuter gender.

(c) Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts

(Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013), and rules and regulations made thereunder shall have the meanings respectively assigned to them in those regulations.

(d) The words defined in the Code have been capitalized.

(e) In case if any of the provisions of this Code are found to be not in conformity with the provisions of the Regulations or any law or rules and regulations framed under any law (hereinafter referred to as the provision of law) then the provision of law shall prevail over such provision of the Code. In such a case, the other provisions of this Code which are not in harmony with the provisions of the law shall continue to apply.

12) AMENDMENTS :

The Board of Directors shall amend / modify the provisions of this Code from time to time, as may be necessary. Every amendment shall be promptly intimated to the Stock Exchanges where the securities are listed.

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