

May 28, 2015

**National Stock Exchange of India Limited**

Listing Department  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (East), Mumbai 400 051

Dear Sirs,

**Security Code: WOCKPHARMA**

**Sub: Formulation of Code of Fair Disclosure and Code of Conduct under SEBI  
(Prohibition of Insider Trading) Regulations, 2015**

In Compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular dated 11<sup>th</sup> May, 2015, the Company hereby confirms that the Board of Directors at their meeting held on 28<sup>th</sup> May, 2015 has formulated and adopted the following codes :-

- (i) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- (ii) Code of Conduct under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

We are enclosing herewith Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

This is for your information and records

Thanking you,

For **WOCKHARDT LIMITED**



**NARENDRA SINGH  
COMPANY SECRETARY**

Encl: A/a

## **CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **I. PREAMBLE**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations'), the listed companies to frame a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved by the Board of Directors of the Company.

### **II. APPLICABILITY**

This Code is effective from 15<sup>th</sup> May, 2015.

### **III. DEFINITION**

**“Unpublished Price Sensitive Information”** (“UPSI”) means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delisting, 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.

### **IV. CODE**

The principles for fair disclosure adopted by the Company are as under:

1. To promptly make public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. To make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosures.
3. The Senior Officer of the Company shall act as a Chief Investor Relation Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

4. To promptly disseminate Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. To provide appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.
6. To ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
7. No communication shall be made by the Company to any analyst or investor of any Unpublished Price Sensitive Information or a part thereof at any such meetings with analyst or investor conferences. All information communicated at such meetings will be only such information that is available in public domain or otherwise disclosed on the website of the Company or in transcripts or recordings of quarterly results call disclosed on the website of the Company.
8. To handle all Unpublished Price Sensitive Information on a need to know basis.

## **VI. DISCLOSURES**

This Code and any amendment thereof, as may be approved by the Board of Director, from time to time, will be published on the Company's website and shall be disseminated to the Stock Exchange(s) where the securities of the Company are listed.

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