

BACIL PHARMA LIMITED

Regd. Off.: 71, LAXMI BUILDING, 4TH FLOOR, SIR P. M. ROAD, FORT, MUMBAI 400 001.

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July 02, 2015

To,

*Department of Corporate Services
Corporate Relation Department
Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.*

*The Executive Director,
Ahmedabad Stock Exchange Ltd.
First Floor, Kamdhenu Complex
Opp. Sahjanand College
Panjara Pole
Ahmedabad - 380 015*

*The Executive Director
The Delhi Stock Exchange Association Ltd.
DSE House, 3/1, Asaf Ali Road
New Delhi - 110 002*

Sub: Code of Conduct pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 of the Company

This is to inform you that pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 the Board of Director of the Company, at their Board Meeting held on 02nd July, 2015, approved, inter- alia, the following:

- a) Code of Conduct for Trading in Securities Listed or Proposed to be listed of the Company.
- b) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

A copy of the Code is enclosed herewith for your information and record.

Thanking You

Yours Faithfully

For **BACIL PHARMA LTD.**



Director

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction:

- 1.1 The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015, which is effective from May 15, 2015.
- 1.2 Pursuant to Regulation 8 of the Regulations, Bacil Pharma Limited (the Company) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").
- 1.3 Accordingly the Board of Directors of the Company has formulated the Fair Disclosure Code.

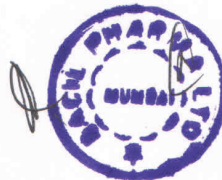
2. Scope:

- 2.1 The Company endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, the Company has adopted this Fair Disclosure Code.
- 2.2 This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- 2.3 The Company is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

The Board of Directors of the Company has appointed Mr. Prakash Shah (Compliance Officer) as the Chief Investor Relations Officer, who shall report to the Board of Directors, for the purpose of this Code.



4. Principles of Fair Disclosure:

To adhere to the principles as mentioned in Schedule A to the Regulations, the Chief Investor Relations Officer shall ensure the following:

- 4.1 Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.
- 4.2 Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;

(Note: Under certain circumstances, the Company may keep material information as stipulated under Clause 36 of the Listing Agreement confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third party confidentiality restrictions or uncertainty of event. The Directors of the Company shall determine when to disclose such material information)
- 4.3 Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 4.4 Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities.
- 4.5 Ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- 4.6 Develop best practices to make transcripts and records of proceedings of meeting with analyst and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 4.7 Handle all price sensitive information on a need - to - know basis.
5. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.

