

RANBAXY

Code of Conduct



A shared commitment
by the Company and
its employees
for ethical conduct
and business integrity.

Core Values

Performance Focus

Entrepreneurial Drive

Customer Responsiveness

Trustworthiness

Quality Orientation

People Development

Message From The

Chairman



I am pleased to present the updated Ranbaxy Code of Conduct. This Code will play a key role in building a culture that is critical for Ranbaxy's long term sustainable growth, profitability and business reputation. I count on the collaboration of each one of you in the compliance with the Code, and in the commitment of all employees to practice it daily.

Dr. Tsutomu Une

Message From The

Managing Director



The Ranbaxy Code of Conduct, originally launched in 2004, aims to strengthen the organization through building a culture based on our shared values. Ethical conduct at work is an essential requirement for all Ranbaxians across the globe. The Code aims to promote better self-governance at all levels, and improve risk prevention and management. I am confident that this document will be useful to all employees, and will foster an environment of trust, transparency and courage.

Arun Sawhney

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1 Introduction

We are all privileged to work with one of the finest companies. It is our utmost responsibility and duty to preserve and strengthen our Company's worldwide reputation built by people over many years. We have built our successes on the rock hard foundation of ethical business practices and quality products. Our quest for growth and excellence goes hand in hand with unflinching commitment to integrity in all our relationships with employees, customers, suppliers, government, local communities and our collaborators and shareholders.

The Ranbaxy Code of Conduct is described in the following sections, which contain guidelines for adherence by all the employees of Ranbaxy Laboratories Limited and its subsidiaries. Adherence to this Code of Conduct ensures and reinforces our commitment to conduct our business with integrity and to uphold highest ethical standards. We encourage employees to share relevant information with the Code Compliance Cell or concerned superior about actions that may either violate or have the potential to violate the Code.

2 Responsibilities as Employees

Understand the framework of the Code in general and in greater details of those sections that apply to your job specifically. You should have a good understanding of the issues, the Company's stance and policies.

In accepting employment with Ranbaxy, each one of us becomes accountable for compliance with the Code of Conduct as well as the various rules and regulations of the Company.

If there are any questions about interpretation of the Code, please seek assistance from your Manager.

You must promptly report any concern or breach. Do not hesitate in reporting a violation or raising a policy concern with the Code Compliance Cell or concerned superior. The Company shall support and protect employees for doing so.

3 Responsibilities as Leaders

It is the responsibility of the leaders to us lead by example using their own conduct as the model for others. They must endeavour to create a culture that promotes compliance of this Code and encourages employees to raise their concerns without fear of retribution. Leaders need to create a climate where employees can discuss ethical and moral issues freely. Leaders must gather feedback, undertake evaluation and take prompt remedial actions where needed.

4 Business with Integrity

Ranbaxy employees are expected to carry out the Company's business with integrity using ethical business practices. Employees selling goods, services or while interacting with suppliers, customers, Government agencies will not resort to any unethical means to promote the interest of the business.

With Respect to Suppliers

While procuring or purchasing inputs from suppliers, our aim is to ensure that we buy goods that meet our specifications from reliable sources at the most competitive prices. Honest dealings with suppliers are essential to cultivate mutually beneficial lasting relationships. We view our suppliers as our partners in business and expect them to make a reasonable profit.

Ranbaxy treats all its suppliers with fair and uniform consideration. Our decisions, while short-listing and finally selecting suppliers, have to be based upon relevant factors such as price, quality, environmental compliance and responsible environmental management, as well as the vendor's technical and regulatory expertise, reliability and integrity. Giving preference for reasons other than these or receiving any kickbacks, financial inducements or other payments in cash or kind is completely unacceptable. Ranbaxy employees are also prohibited from accepting any gifts, service, entertainment, loans or any other preferential treatment from existing or potential suppliers. The rule of thumb to be followed is that one is never to accept a gift or a service that will compromise or appear to compromise one's decision with regard to purchase from a certain vendor. An occasional meal or a gift of nominal value may be accepted on a reciprocal basis. The Corporate and Regional locations will have appropriate guidelines made on the subject by way of elaboration, as required.

As a Company of repute, Ranbaxy will deal only with suppliers of high repute and integrity.

No employee may introduce his relative or associate as a supplier even if he fulfills the criteria, without declaring it and obtaining written permission, from the head of the department of designation not less than Vice President and, in case of Vice Presidents and above, next immediate superior. In the event, if an action taken by an employee is likely to result in monetary or non-monetary benefit to any relative or associate, similar permission must be obtained. Failure to obtain such permission will not be looked at merely as an omission but shall be treated as an intent to wrongfully extend a monetary or non-monetary benefit to a relative, associate or self.

With Respect to Customers

Ranbaxy banks solely on the quality of its products and on competitive pricing to find good and reliable customers. The Company prohibits any inducement directly or indirectly to any customer to influence his decision. This, however, does not include normal sales promotion activities for trade and the consumer. All such payments must be clearly and accurately reflected in the books of accounts. The Company expects its employees to maintain good relationships based on high professional standards with its customers. An employee is not allowed to accept money, loans or any such benefit or privilege from the customers of the Company that undermine or compromise his position vis-à-vis discharge of his responsibilities and duties towards the Company. Ranbaxy does not extend any favours to customers or to their representatives. Customers as above shall also include doctors, retailers, stockists, distributors, wholesale agents and freight forwarders etc.

With Respect to Government Agencies and Compliance with Laws and Anti Bribery Provision

Ranbaxy expects its employees to abide by the statutory obligations in various countries while carrying out business and interaction with Government agencies.

Furthermore, it also expects its employees not to offer financial inducement to any Government official or representative.

The above, however, does not prohibit some entertainment as business courtesy, ensuring that it does not get viewed as an act to illegitimately influence a Government official / representative's decision.

No employee should offer to agree to provide a gift or payment directly or indirectly to any party conducting or with which Company is conducting business if it would be in the nature of any inducement to secure business or favour for the Company.

The employee shall not make any offer of any gift or entertainment of any value in contravention of any Anti Bribery Law as applicable in any jurisdiction. The Company prohibits any payment of money, gifts or anything of value to any Government officials for influencing any decision in favour of the Company or to obtain business in favour of the Company.

With Respect to Discovery and Providing Information

Employees must consult their Managers and Legal Department in the case where requests come for providing information from the Government agencies and regulators. The information so provided must be based on the records which have

been detained and preserved as per the retention and preservation requirement set out under the applicable laws. While providing the information it should be restricted to the factual statement and no opinion should be provided on the documents and information being so provided pursuant to the requests made by the Government agencies and regulators. The information so provided under discovery and disclosure requirement must be complete and accurate in all respects and employees should not make any alteration or destruction of documents or records in response to any investigation or other lawful requests and further the employees must preserve all the information and documents which are required in accordance with the laws.

5 Employment Policies

It is Ranbaxy's policy to attract and retain ethically committed and competent employees and to provide them with education, training and growth opportunities that encourage professional development. Establishing key result areas for individual performance and providing transparent and uniform assessment feedback that helps continuous improvement, is a key role that our Managers must discharge.

6 Equal Employment Opportunity

Ranbaxy is an equal opportunity employer and does not discriminate on the grounds of race, religion, nationality, ethnic origin, colour, gender, age, citizenship, sexual orientation, veteran status, marital status or any disability not affecting the functional requirements of the position held. Selection, recruitment, placement, training, compensation, promotions and other conditions of employment of the employees shall be strictly on the basis of qualification and competence required to be successful in current and future assignments.

It shall be the responsibility of the Managers to ensure that the work place climate is conducive for all persons irrespective of sex, race, religion or other characteristics and that employees have the opportunity to grow in the organization.

Any hostile or demeaning behaviour based upon an employee's race, colour, religion, national origin, sex, age, disability or veteran status will be construed as violation of this policy and will be dealt with as such.

7 Employer-Employee Relationship

Ranbaxians must always strive to adhere to the Company's policies, guidelines, objectives and put in their best and sincere efforts to augment productivity and performance. They must live up to the expectations of the Company and respect the

trust and confidence placed in them. Employees must always act with honesty, integrity and in all situations preserve the loyalty, trust and confidence reposed in them.

Ranbaxy has a strong commitment to its people and the same is apparent through a variety of programs designed to facilitate growth of its personnel and effective teamwork. Employees are encouraged to take intelligent initiatives to make contribution to the success of the Company. Ranbaxy understands and acknowledges that it is our skilled, competent and committed employees all over the world that make our business goals achievable.

8 Relationship with Peers

Ranbaxy employees work together in harmony and are focused on set mutual objectives that are the driving force behind our business. For dynamic team relationships to work, each individual must fulfill his own responsibilities and feel assured that others will discharge theirs with utmost commitment. Successful relationships are built on trust. The desired level of cooperation can only be achieved in a climate of trust and mutual respect. All dealings with fellow peers, subordinates and superiors should be conducted as a partnership wherein each individual output culminates in furtherance of the Company's business and high employee morale.

9 Relationship with Subordinates

Your relationship with those you supervise should be exemplary with regard to decency, dignity, fairness and integrity. You are responsible for defining goals and standards of performance and for ensuring that the environment that exists is conducive to productivity and teamwork.

As Managers, you must communicate openly and honestly. You must listen to your subordinate's viewpoint and encourage creative and innovative thinking. Treat all subordinates as individuals and allow them the necessary freedom to do their job, while providing suggestions for performance improvement.

10 Relationship with Immediate Superiors

You as an employee and your supervisor, form a team with a shared purpose and responsibility for achieving the goals set for your function or business unit by the Company. Your relationship with your supervisor should be that of mutual respect and trust. Your skills, commitment, result orientation and cooperation with your superior are some of the key inputs essential for delivering your share of responsibilities and

goals in the framework of the Company's objectives. Ranbaxy expects you to be honest and open in your communication with your superior.

11 Sexual Harassment

Ranbaxy prohibits sexual or any other kind of harassment of employees by any person in the workplace or while conducting the Company's business. Sexual harassment includes unwelcome sexual advances or requests for sexual favours where submission or rejection of such conduct by an individual is used as basis for employment decisions affecting this individual. Some of the forms of sexual harassment are:

Sexual advances

- Requests for sexual favours.
- Verbal or physical conduct of sexual nature.
- Persistent on-the-job flirtations.
- Repeated invitations for a social relationship when he or she has stated these invitations to be unwelcome.
- Displaying sexually suggestive visual material in the workplace.

Any such act as listed above or an act that may not be listed above but results in similar harassment must be avoided at all times and any employee who feels he or she is the victim of such harassment must report it to their own superiors or to the superiors of those carrying out such harassment. The employees may concurrently raise the matter with the local unit set up for this purpose.

Should an act of harassment occur in violation of this policy, it will be considered solely as an act of the offending employee and not as an act by or on behalf of Ranbaxy.

12 Environment, Health and Safety (EHS)

Ranbaxy is totally committed to maintain high standards of health and safety at the workplace and to be sensitive to protection of the environment by responsible management of waste and pollution. This is an important responsibility of the management and employees in all functions and at all locations. Ranbaxy will endeavour to provide safe and healthy workplaces and to ensure that its operations do not cause any adverse impact or injury to the environment or to the communities in and around its workplaces. Leadership by management, active participation of employees and the use of appropriate technologies are key in achieving this objective.

Requirements

- Comply with applicable laws and regulations with respect to Environment, Health and Safety.
- Mitigation of risks from Ranbaxy facilities, products, services and activities. Where risk is identified, a warning to that effect must be communicated to the person(s) at the workplace and also to the communities or persons likely to be impacted. Periodical education and requisite training must be provided about EHS issues.
- Develop and implement optimal technologies in production, optimizing utilization of resources, especially raw material, water and energy and minimizing environmental footprints.
- Ranbaxy will implement effective programs and good practices for Environment, Health and Safety and for the safe handling and disposal of hazardous and toxic materials.
- Corporate Environmental Programs will include regular assessment of plants and operations to ensure compliance of this policy and of applicable laws and regulations.
- All employees have the responsibility of observing and bringing to the notice of the appropriate internal authority any factor that has or is likely to have an adverse Environment, Health and Safety impact .
- It shall amount to non-compliance of this policy to withhold any information regarding health and safety concerns where an investigation is otherwise essential.
- Employees will be expected to understand and practice the EHS Beliefs and Employee Expectations at all times whilst at work.

13 Controls to Ensure Integrity and Prevention of Fraud

Laws of all countries require companies to maintain accurate, reasonable and detailed records that fairly reflect their transactions and disposition of assets for which the Company is expected to maintain a system of internal controls.

Internal controls refer to systems and processes that combine policies, authorizations and procedures with proper accounting and management tracking and reporting to ensure that the business operations are properly managed. When internal controls are strong, they assist the management to deliver required business results. When internal controls are weak, they are a drain on the Company due to ineffective and inefficient management of resources. Inadequate controls can lead to actual losses from error, fraud or inefficiency and lost business opportunities.

Our record keeping, data integrity and reporting must be consistent with laws, generally accepted accounting policies and financial / accounting policies approved from time to time and shall provide uniform basis for managing, measuring and reporting Company's business operations.

All employees responsible for creating, processing and recording such information will be responsible for its accuracy and integrity. There shall be no willful concealment of any information from the Company's internal or independent auditors or from the appropriate Government authorities.

Payments on behalf of the Company are to be made for legitimate business reasons only, and for no other reasons.

Employees must not make any false or misleading entries in any books of accounts of the Company for any reason. No corporate funds or assets should ever be used for any unlawful or improper purpose.

All employees responsible for the preparation of financial information should ensure that Ranbaxy's financial policies are followed both in letter and spirit. All revenues and expenses should be properly reflected on a timely basis and assets and liabilities should be properly recorded and appropriately valued.

As an employee, if you become aware of any financial irregularity or a possible omission, falsification or inaccuracy, you are duty bound to raise this concern to your superior, and, if considered necessary, with the Head of Internal Audit of the Company.

Employees must inform their superiors and /or Code Compliance Cell of any such controls or procedures that need to be reviewed to prevent corruption and fraud. Fraud is "Theft with Deception". This is a form of corruption which a large number of companies have faced. A fraudster may seek direct gain (money or property) or indirect gains such as power, influence, promotions or bonuses. The victims of fraud are not only the Company but also its employees, shareholders, suppliers and customers etc.

Types of fraud that the Company may be exposed to include:

- Diversion of funds.
- Theft of assets, stocks, computers, cash, intellectual property.
- Granting of inappropriate, open credit.
- Fraud connected with bidding processes.
- Fraud in procurement and contracting.
- Invoicing and payment fraud.
- Computer fraud.

14 Conflict of Interest

Ranbaxy has no objection to its employees participating in portfolio investments and saving activities outside their job as long as such activities are lawful, transparent and free from conflict with their job obligations as Ranbaxy employees. We believe that employees must work full time while at Company's work and not pursue any other business interests. Employees can request the permission of the management to become non-executive director of other companies provided they are not competitors to Ranbaxy. Employees must, at all costs, avoid actions or relationships which might actually or may appear to clash with their job responsibilities or amount to misuse of their rights and privileges.

All such conflicts arising or likely to arise due to reasons beyond an employee's control must be reported to the immediate superior. Authority and direction for managing such conflicts will rest with the Head of the function. While it may not be possible to list out all conditions that may lead to conflicts of interest, the policy has to be understood in spirit and acted upon by all employees.

For illustration, some of the violations that may arise are as under:

- Attending to one's own or a relative's business interest during office hours using office equipment or communications in an excessive manner.
- Receiving personal discounts from a hotel chain/airlines for making reservations for others travelling on company business.
- Holding financial interest in another company, business, establishment or an organization, which is a supplier, vendor, distributor or a competitor of your Company other than as a portfolio investor in widely held public listed companies.
- Any business with a supplier who might either be a relative or an associate. Making a recommendation to Company's suppliers/potential suppliers for a job for a relative/associate.

The list of violations mentioned above is not exhaustive. The underlying principle is that your official position as a Ranbaxy employee should not result in any monetary or non-monetary benefits (other than your salaries/perquisites) for you or your relatives/associates.

Notwithstanding the above, should other instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the Head of the department of designation not less than Vice President and in case of Vice Presidents and above, the next immediate superior. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family may have in a company or firm which is a supplier, customer, distributor or has other business dealings with Ranbaxy.

If an employee fails to make a disclosure as required herein and the Management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the Management will take a serious view of the matter and consider appropriate action against the employee.

15 Political Activities

The Company does not have any political affiliations at any level - local, state, national or international.

Any contributions to recognized political parties will require approval of the Board of Directors.

At a personal level, individual Ranbaxy employees, however, are free to have political affiliations of their choice and to make personal contributions to candidates or parties as they wish. Any volunteer work for a candidate or the party may be undertaken outside business hours and outside the business premises. The Company does not expect an employee to make any personal contribution with the intention of facilitating Ranbaxy or its sister companies in obtaining or retaining any business.

16 Protection of Ranbaxy Assets

All employees must make prudent use of the Company's equipment, systems, facilities and other company property in their custody.

Each employee is personally responsible for protecting not only what is in his custody or in areas of his jurisdiction and responsibility, but also protect the Company's assets in general and report to the appropriate authority if any such asset is threatened. He must be alert to all situations or incidents that could result in loss, misuse and theft of the Company property.

It would be binding on the employee to promptly report all such matters to the Security Department or to his or her immediate superior.

17 Use of Technological Resources

It is the expectation of the Company that all employees use Company's technological resources including computers, voicemails, e-mails, internet access in a manner that is consistent with the Code and other relevant guidelines. An employee should bear in mind that all these resources, access to that has been made available, are provided to further the Company's business and not for any other reason, unless specifically authorized.

It is generally not the Company's intent to restrict or monitor internet access or voicemail or e-mails. However, the Company reserves the right to do so in appropriate circumstances. In addition, for operational maintenance, security, business, legal or regulatory requirements, authorized personnel will have unrestricted access to information in the Company's owned equipment or anywhere in the Company's premises.

18 Rights to Proprietary Information and Intellectual Property

Ranbaxy's proprietary information and trade secrets may consist of patents, copyrights, formulae, designs, devices, production processes, marketing strategies, schedules, launches of new products, commercial aspects, lists of vendors and trade terms, customers' requirements or preferences or any other information that is used in our business that gives Ranbaxy an opportunity to obtain an advantage over its competitors and the leakage of which may jeopardize its chances of success totally or partially. Protection of this information and maintaining its secrecy plays a vital role in the company's continued growth and ability to compete. Any such information that is sensitive and is generally or publicly not available would qualify as proprietary information.

Your obligation with respect to Ranbaxy's trade secrets and proprietary information are

- Not to disclose such information to anyone within or outside the organization formally or informally. The information must be disseminated only on the "need-to-know" principle with prior knowledge and approval from your superior.
- Not to use such information for your personal benefits or for the benefit of persons within or outside Ranbaxy.
- In case of doubt, approach your unit Head or the Company's Legal Department to clarify the position with regard to any specific information.
- You have an obligation to maintain confidentiality even after you leave the Company.
- Your obligation to protect the information continues until it has been made public by the Company.

19 Data Protection

Employees responsible for maintaining data are committed to taking appropriate measures to protect Employment/Employee data against unauthorized access or

disclosure. Employment/Employee data includes any information about an identified or identifiable person that is obtained in the context of a person's working relationship with Ranbaxy. These measures include protection against unauthorized access to Employment and/or Employee data by any third party. Electronic data held by Ranbaxy entities are maintained on systems that are protected by secure network architectures that contain firewalls and intrusion detection devices.

20 Accurate and Ethical Advertising

Advertising is an effective and important tool in our hands for enhancing our business and image. Our advertising should be creative and competitive but at the same time honest and not misleading. We observe the standards of commercial fairness in devising, using and selecting advertisements and trademarks, so that our products succeed on the strength of their own quality and our own reputation, rather than by imitation, misinformation or piggybacking on the goodwill of our competitors.

Our advertising must also avoid any derogatory references or stances towards an individual, community, race, religion, national origin, sexual orientation, ethnic origin, marital status or disability. Our advertising should refrain from stances that may be insensitive to a nation, its affairs or political issues. Our advertising is more aimed at building the Company's reputation for quality, competitive strength, reliability and trustworthiness. Our advertising campaigns must adhere to legal requirements respecting trademarks infringement and unfair competition.

21 Ranbaxy Opposes All Illegal and Unfair Labour Practices

At Ranbaxy we oppose all illegal labour practices. Exploitation of children and child labour is strictly prohibited at all Ranbaxy plants and offices.

It is Ranbaxy's policy not to work with any supplier or contractor known to operate with unacceptable labour practices such as the exploitation of children, physical punishment, female abuse, involuntary servitude or any other form of unacceptable behaviour. If any violation of our principles becomes known to the Company, it would be ground for immediate termination of the business or service relationship.

Further, the industry laws or the statutory guidelines that direct, replicate and maintain employment laws, procedures and practices at various locations where Ranbaxy operates and transacts its business, must be adhered to by the managers at such locations both in respect of the operations they oversee directly or that of any agency working for Ranbaxy.

22 Respect for Human Rights

Ranbaxy is committed to respecting universal human rights worldwide. To that end, Ranbaxy practices and seeks to work with business associates who believe and promote these standards. We have a total commitment to equal opportunities at all levels, safe and healthy workplaces and protecting human health and environment.

We also provide opportunities to all our employees to improve their skills and capabilities. Our commitment extends to the communities in our surroundings to improve their educational, cultural, economic and social well-being.

23 Respect for All Cultures and Religions

In any cross cultural society there are bound to be differences in the cultural manifestations and beliefs of people who come from various parts of the world but are required to work together as a team to achieve organizational goals. People of different beliefs and faiths are required to work hand in hand to form optimal, cohesive and productive teams. Being aware and sensitive to each other's culture makes better teams. The Company believes in showing respect to all cultures/religions and expects its employees to display the same attitude.

24 Responsibilities towards Shareholders

We at Ranbaxy are fully aware and alive to the interests of our shareholders and are committed to providing them consistent growth and fair returns on their investments and to maintain our position and reputation as a leading research-based, international pharmaceutical company. We aim to build shareholder value by conducting our business in accordance with the principles of fairness, meritocracy and integrity.

25 Code on Consumption of Alcohol and Abuse of Drugs

It is known that people have reacted wrongly or inappropriately under the influence of liquor or drugs. Medical science has reiterated findings that wrong or abnormal decisions can be made by individuals when under the effect of excess alcohol.

Consumption of alcohol at all offices and plant locations is strictly prohibited. However, the discretion is left to the country head who after due deliberation may permit use of alcohol at places other than plant or manufacturing locations, if it is not considered culturally sensitive. The guiding principle, however, should be that work should not be undertaken or decisions made under the effect of excess alcohol.

Abuse of drugs on the Company's premises or being under the effect of such drugs while at the workplace is strictly prohibited. The abuse of drugs is to be discouraged and totally eradicated from amongst Ranbaxy employees. Professional help wherever needed may be availed of towards the achievement of this objective.

26 Insider Trading and Stock Tipping

Ranbaxy is committed to the principles of open markets for publicly traded securities. Accordingly, this policy establishes standards of conduct for employees and others who, while in the course of their work with the Company, obtain privileged information which is outside the public domain. Its requirements include full compliance with the laws/regulations prevailing in different countries on insider trading and stock tipping.

The Company has a very comprehensive policy on Code of Conduct for prevention of Insider Trading, which has been issued pursuant to the Securities and Exchange Board of India (SEBI - Insider Trading) Regulations 2002. The Company has set forth the guidelines on insider trading or tipping. Subject to the compliance of the Code, the employees can make appropriate personal investments in the Company's stocks during the open trading periods. Employees in different countries are expected to familiarize themselves with the laws of that country and abide by them.

Any doubts or clarifications on the subject may be sought from the Company Secretary or the Compliance Officer nominated by the Company.

27 Compliance with Trade Practice and Other Laws

Needless to mention, Ranbaxy is committed to comply with all laws and regulations in all the regions in which it operates and the same is expected of all its employees. It is our policy to go beyond the letter and honour the spirit of the law.

Laws relating to trade practices are designed to prevent practices that have an adverse effect on competition, discourage monopolies and promote and sustain competition in markets and protect the interests of consumers. It is the responsibility of all employees to make himself or herself conversant with permissible and ethical trade practices to ensure that the Company fully complies with all the laws and regulations of the regions in which it operates including trade practice laws as applicable. Contacts with competitors should, therefore, be handled prudently and with circumspection.

Certain practices including but not limited to predatory pricing, collusion with competitors, price-fixing and cartels are strictly prohibited.

However, all our employees are not expected to have a deep knowledge or understanding of all the laws that apply to the Company's business. When in doubt, refer to the Head Corporate Legal or legal counsel in your business for advice.

28 Dealing with Media

Media has been identified as a valuable tool for building the Company's image, both externally and internally. Our standard operating procedures allow Corporate Communications to interface with Media. No employee shall release formally or informally any verbal or written interview, statement, strategy, announcement or photo session with regards to the Company's products, business, structure, plans or any other information that, however remotely, may concern the affairs of the Company directly or indirectly.

All media interaction shall be routed through the Corporate Communications Department or conducted by authorized spokespersons as indicated in the "Media Disclosure Policy", copy of which may be obtained from the office of Head Corporate Communications at the Corporate office.

29 Internal Communication

Employees are expected to be careful and cautious in writing any internal memo, file note, e-mail or other writings concerning agreements, contracts, disputes, litigation, employment, trade and other market competitive practices. Such internal communication may become subject matter of investigation or evidence in a lawsuit.

To eliminate or minimize the chance that an action could be misconstrued, communication should be based on facts and should avoid use of sensational words or statements.

30 Compliance

Responsibility for Compliance with Code of Conduct

All employees have a responsibility to follow this Code of Conduct. The Code of Conduct reflects general principles to guide employees in making ethical decisions and cannot, and is not intended to, address every specific situation. As such, nothing herein prohibits or restricts Ranbaxy from taking disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document. Ranbaxy strongly encourages dialogue among employees and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate ways of handling those situations.

Action for Non-Compliance

The Company intends to prevent the occurrence of conduct not in compliance with this Code of Conduct, applicable laws or regulations, or other policies, procedures and guidelines prepared by the Company and its business units, and to halt any such conduct as soon as reasonably possible after it has been reported or discovered. Allegations of non-compliance with the Code of Conduct will be investigated whenever necessary and evaluated at the proper level(s). Those found to be in violation of this Code of Conduct are subject to appropriate disciplinary action, up to and including termination of employment. Criminal misconduct may be referred to the appropriate legal authorities for prosecution.

Compliance with Laws

Employees are expected to carry on business and operations of the Company in compliance with applicable laws following regulations in all jurisdiction including Competition Law and Anti Trust Regulations, Pricing Regulations and Regulatory compliance required for manufacture and sale of pharmaceutical products.

Complaint Procedure or Reporting of Non-Compliance

Employees are expected to report any suspected violations of the Code of Conduct or applicable law, or with suspected irregularities. All reports must contain sufficient information to investigate the concerns raised. If you suspect non-compliance, or have a question about the proper course of action in a particular situation, you should ask your superior for advice. If for any reason you feel uncomfortable discussing your concerns or questions with your supervisor or manager, or if you are dissatisfied with his or her response, you are encouraged to seek advice from the Human Resources department for your country or region or utilize and submit a report or complaint through Ranbaxy's confidential complaint hotline, if operational in your region. Ranbaxy will treat the information in a confidential manner (consistent with appropriate evaluation and investigation) to the maximum extent possible. Upon receipt of credible reports of suspected non-compliance, the Company shall begin an initial, confidential inquiry and take corrective action where appropriate. No adverse action, retribution or retaliation of any kind will be allowed by Ranbaxy against any employee because he or she reports in good faith a suspected violation or non-compliance of the Code of Conduct. Any person who engages in such retaliation or retribution against an employee who reports suspected violations will be subject to disciplinary action, up to and including termination of employment in appropriate cases.

Code Compliance Cell

The Corporate and Regional Code Compliance Cells may be contacted as per the details provided separately.

Important Notes

In adopting this Code of Conduct, Ranbaxy expressly states that :

- In some respects the guidelines under the Code go beyond the requirements of law and industry practices.
- Nothing contained herein shall be construed or applied as a binding interpretation or definition of the law or industry practices.
- Any intentional criminal act by a Ranbaxy employee or an agent will not be deemed to be an act by or on behalf of Ranbaxy.
- Nothing in this Code is intended to replace or supersede local work rules, legislation or Standard Operating Procedures.
- The expression, 'he' or 'his', wherever referred in the Code does include all the employees and can be interchangeably used for, 'she' or 'her', as the case may be.

Ranbaxy and its subsidiaries in several geographies may adopt guidelines that are similar to and compatible with but differ in some respects from the guidelines prescribed in the "Code of Conduct", in order for it to comply with local legal requirements. This may be done in consultation with the Code Compliance Cell.

RANBAXY

It is mandatory for each employee to have this handbook.

Please contact location HR to obtain your copy.

The Code of Conduct is also available on our intranet.

www.myranbaxy.com