



Sun Pharmaceutical Industries Limited



OUR CODE | OUR GUIDE | OUR VALUES

GLOBAL CODE OF CONDUCT





We believe that the culture of the Group is a reflection of the belief system of the Group. Our values, our beliefs and our thoughts guide our people.

“Sun Pharma Group” (the “Group”) is a family of thousands of people working across many countries, speaking multiple languages, all connected with one purpose - to make good health affordable and accessible to the local communities and society at large. With active fieldwork, dedicated research and recognition of the efforts of those who work behind the scenes to combat illness and disease, we help as many people as we can to secure their right to good health.

The way we work every day is important to us:

The Board of Directors of Sun Pharmaceutical Industries Ltd. (“Sun Pharma” / “Company”) has approved this Global Code of Conduct (“Code”) on 2nd November 2021.

This Code supersedes and rescinds all previous codes of the Company on this subject matter including the earlier version of the Code and is effective from 01st January 2022.

Applicability

This Code is applicable to all employees (whether permanent, temporary or on contract, direct or through contractor, retainer or full-time consultant), and members of the Board of Directors of the Company (“Personnel”). Unless the context requires otherwise, the term “Company” or “Sun Pharma” in this Code includes its subsidiaries, affiliates and the business units within and outside India, except any publicly-held companies in any jurisdiction and subsidiaries and affiliates of those publicly-held companies. Sun Pharma also expects its business partners including suppliers, service providers, agents, channel partners (dealers, distributors and others) to adhere to the principles of the code.

This Code serves as a guide for our daily business interactions, reflecting our standard for appropriate behavior and our corporate values. The Code clearly conveys to each of us that the manner in which we achieve our business results matters just as much as achieving them. Most importantly, all Personnel are responsible for demonstrating integrity and leadership by complying with the provisions of this Code, Company policies and all applicable laws. By fully including ethics and integrity in our ongoing business relationships and decision-making, we demonstrate a commitment to a culture that promotes the highest ethical standards.

Sun Pharma's Code is designed to prevent, detect, and address any allegation of misconduct and to provide guidance to Personnel in recognizing and dealing with important ethical and legal issues and to foster a culture of honesty and accountability within the organization. All Personnel must conduct themselves according to this Code and seek to avoid improper behavior.

This Code is not intended to cover every legal or ethical issue that may arise in the course of the business. If you have any questions or concerns regarding this Code or its application to yourself in any circumstance, you should contact the Global Human Resources Head or the Compliance Officer(s) of the Company.

This Code is, at places, more restrictive than the applicable laws and regulations, and Personnel are required to abide by the Code even when it imposes requirements that go beyond legal obligations. If employees are uncertain of the applicable legal requirements or if they believe that they are subject to conflicting legal obligations, they must bring the matter to the attention of the Compliance Officer(s) immediately.

Wherever from the context it appears appropriate, for the purposes of this Code, each term stated in either the singular or the plural shall include the singular and the plural, and pronouns stated in either the masculine, the feminine or the neutral gender shall include the masculine, feminine and neutral.

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Honest and Ethical Conduct and Fair Dealing

All Personnel should endeavor to deal honestly, ethically and fairly with the Company's suppliers, distributors, customers, competitors, agents, independent contractors, consultants and shareholders. Statements regarding Company's products and services must not be untrue, misleading, deceptive or fraudulent. All Personnel is prohibited from taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing other companies' proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.

To maintain the Company's reputation, compliance with our quality processes and safety requirements is essential. In the context of ethics, quality requires that our products and services reflect our ethical obligations. All operations must be conducted in accordance with all applicable laws and regulations.

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Ashley is making an institutional sale presentation, which is almost concluded, until one of the representative medical practitioners asks Ashley if the drug can also be administered in a particular condition which Ashley had not touched upon. Ashley wants to close the transaction and does not want to say no, even though it is only mildly effective in such conditions. Should Ashley simply say yes, or should Ashley share the factual details even though it will jeopardize the transaction? What should Ashley do?

A

They should be honest and share the correct information and details of the products, in this case and at all times. They should not make any false or misleading statements or misrepresent information regarding the products. Further, they should not make any untrue or fraudulent comments about the products in order to conclude the sales.

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Ashley should not make any untrue or fraudulent comments about the products in order to conclude the sales.

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Privacy Policy

Sun Pharma believes in and respects personal privacy and dignity. Sun Pharma collects and retains personal information only to the extent it is necessary for the effective operations of the Company or is mandated by a statute. Sun Pharma keeps such information confidential and discloses only to those who have a legitimate need to know.

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They cannot disclose supplier information for this cause, or any other, without consulting the Board of Directors or their delegatee.

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Morgan is serving as a Director at Sun Pharma. Skyler, a close relative of Morgan, is involved with a charity organization. Skyler requests Morgan for names and phone numbers of Sun Pharma's suppliers so that Skyler can solicit aid for opening a medical unit in a poverty-stricken area. Since it is for a noble cause and Morgan has full faith in Skyler's good intentions, can Morgan use their position of authority to disclose the names of Morgan suppliers?

A

No, Morgan cannot disclose supplier information for this cause, or any other, without consulting the Board of Directors or their delegatee. Secondly, although Morgan is not using their position for private gain, they cannot disclose the information because if the suppliers have knowledge that Skyler is closely related to their client, they may be obligated to make donations which they may not have done otherwise.

Protection of Confidential Information

Confidential and proprietary information generated and gathered in our business is a valuable Company asset. Protecting this information is vital to our continued growth and ability to compete. All confidential and proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company.

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Information about product development is highly confidential information and, if disclosed, may negatively impact Sun Pharma's competitive position in the industry.

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All Personnel is required to use Confidential Information of Sun Pharma for business purposes only and must always keep such information in strict confidence. This responsibility extends to Confidential Information of third parties that the Company has received under confidential disclosure agreements.

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Quinn likes to keep an updated résumé on certain professional networking websites and with certain recruiters that Quinn has used in the past. Currently, Quinn is working on the development of a new drug as part of the R & D team at Sun Pharma. Is it acceptable for Quinn to disclose, in Quinn's resume, the project details, innovation and improvements being worked upon?

A

No, it is not acceptable for Quinn to disclose confidential information about the Company on a public platform. Information about product development is highly confidential information and, if disclosed, may negatively impact Sun Pharma's competitive position in the industry.

SCENARIO

Harley is working in the Company and Carter who is a friend of Harley is working with another pharma company. Harley and Carter continue their conversation in a business meeting.

Harley: Hello, what's up?

Carter: I'm doing great, thanks. How can I help you? Do you need anything?

Harley: No. In fact, I have some things I think you'll need.

Carter: Really? What?

Harley: Well, I have the customer list from my employer. I also have the pricing structure including discount schedules which I think would be really helpful for you.

Carter: You took all these confidential files? Didn't you have a confidentiality obligation with your employer?

Harley: The thing is, I don't really look at this as confidential information. I mean, it's work that I did, so I can decide what to do with it. I've always kept copies of my work.

Q

Were Harley's actions appropriate?

A

No, Harley must not disclose such information that is confidential. Doing so is in direct violation of the Company's Code of Conduct.

Non-Discrimination

Sun Pharma regards the diversity of its Personnel as an important asset. The Company is firmly committed to provide equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind including but not limited to derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.



Discrimination in employment is a violation of Sun Pharma's policies. It is Sun Pharma's policy to recruit, hire, promote, assign, compensate and train qualified persons without regard to race, color, religion, sex, national origin, ancestry, age, marital status, sexual orientation or disability. Any Personnel engaging in discrimination will be subject to disciplinary action up to and including termination of employment and / or be liable to indemnify the Company for the loss incurred by the Company.

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Any Personnel engaging in discrimination will be subject to disciplinary action up to and including termination of employment

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During lunch break, Finley is often heard making jokes and comments which have racist characteristics. Logan, a close colleague of Finley, recognizes that some colleagues are uncomfortable and do not find these jokes funny. Logan, in private, requests Finley to stop making such comments or jokes. However, Finley disregards Logan totally, saying that these are standard jokes, and continues with their habit. Can Logan or the embarrassed colleagues do anything more to correct this unwelcome behaviour?

A

Finley cannot make jokes or pass comments which are derogatory in nature in the workplace. Initially, Finley may not have realized that Finley's habit was causing discomfort to some employees. However, when, in spite of this being brought to their notice, Finley is still continuing with their habit, this amounts to harassment. Sun Pharma does not tolerate discrimination or harassment of any kind and strives to promote a work environment in which people, irrespective of their caste, creed or sex, are treated with decency and respect. The embarrassed colleagues or even Logan, although they are not a directly affected party, must take this matter to the manager or to the concerned authorities mentioned in the Code of Conduct.

Sexual Harassment

Any unwelcome sexual advance, request for sexual favor or other verbal, non-verbal or physical conduct of a sexual nature that creates an intimidating, hostile or offensive work environment will be considered as sexual harassment. Any Personnel engaging in sexual harassment will be subject to disciplinary action up to and including termination of employment and/or liable to indemnify the Company for the loss incurred by the Company. Sun Pharma encourages Personnel to share relevant information about actions that may either violate or have the potential to violate this Code, with the concerned superior(s) or report the same as per the provisions of the 'Policy on Prevention, Prohibition and Redressal of Sexual Harassment.' Superiors need to be alert to any potential cases of intimidation or harassment, and ensure that this situation is addressed as soon as possible.

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Lorenza has recently joined the Company. Parker keeps asking Lorenza to go out for dinner with Parker beyond office hours or at least lunch on a non-working day. Lorenza has repeatedly told Parker that Lorenza wants the relationship to be strictly professional. However, Parker has not discontinued Parker's actions and, rather, has created a hostile work environment for Lorenza. Lorenza is apprehensive about discussing this issue with their colleagues, as Lorenza feels that they may not believe what is said as Lorenza is new to the Company. Does Lorenza have any recourse?

A

Such behaviour is inappropriate and can be construed as sexual harassment. Lorenza should immediately discuss the situation with higher authorities as mentioned in the Code of Conduct.

A common form of harassment is sexual harassment, which in general occurs when:

A request for a date, a sexual favor, or other similar conduct of a sexual nature;

An intimidating, offensive, or hostile work environment is created by unwelcome sexual advances, insulting jokes, or other offensive verbal or physical behavior of a sexual nature.

Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. In conducting the business of the Company, all Personnel shall comply with applicable laws, rules and regulations in India and in any other jurisdiction in which the Company does business.

Although not all Personnel are expected to know the details of these laws, it is important to have sufficient knowledge about the applicable local, state and national laws to determine when to seek advice from supervisors, managers or other appropriate personnel of the Company.

The Company shall have a framework in the form of a Legal Compliance Policy to ensure that all Personnel complies with the provisions of all applicable laws and also implement a tool for the management to ensure that the compliance systems of the Company are adequate and operating effectively. Through this framework, the Company shall strive to achieve all its compliance obligations by establishing the basic principles and commitment to action. The framework shall:

- 1 Establish an adequate system for compliance of laws applicable to the Company within which it conducts business operations;
- 2 Devise proper processes to ensure that compliance systems are adequate and operating effectively;
- 3 Promoting a consistent and comprehensive compliance culture across the Company;
- 4 Ensure standards of good corporate governance, compliance and ethics.

Competition Law Compliance

Sun Pharma shall compete only in an ethical and legitimate manner and prohibits all actions that are anti-competitive or otherwise contrary to applicable competition or anti-trust laws. As the Company's business interests are spread across the world, Sun Pharma may be subject to competition laws of various jurisdictions and all Personnel shall comply with these laws. Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. Sun Pharma is committed to adhering to these laws both in letter and spirit.

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Company Prohibits

Discussions or contacts with suppliers and customers that unfairly restrict trade or exclude competitors from the marketplace;

Agreements with competitors regarding allocating markets or customers; Agreements with others to boycott customers or suppliers; and Same or similar types of discussions, contracts and agreements.



Conflict of Interest; Corporate Opportunities

A conflict of interest occurs when a personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest can arise whenever meaning is not clear from the wording and have an interest that prevents them from performing the Company duties and responsibilities honestly, objectively and effectively. All Personnel must act in the best interests of the Company and must refrain from engaging in any activity or having a personal interest that presents a conflict of interest.

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Your spouse has an ownership interest @ 8% in an advertising company which Sun Pharma is considering tying up with. You do not have any decision-making responsibilities or role in the selection of any vendor by Sun Pharma. Do you need to report your spouse's interest in the said advertising company before Sun Pharma signs an agreement with the said advertising company?

A

Yes, any such situation needs to be brought to the notice of your reporting manager and Compliance Officer.

Q

Mick, an employee at Sun Pharma, wants to invest in a company that produces an ingredient used in a Sun Pharma product. Would this be a conflict of interest?

A

May or may not be a case of conflict of interest, depending on their position at Sun Pharma, their influence on purchase decisions, the amount of their investment and the importance of Sun Pharma as a customer. Before investing, they must disclose this to their manager, who will advise them appropriately keeping the best interest of the Company in mind.

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Any potential conflict, or even the appearance of a conflict, might damage your reputation or that of the Company

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A close relative of one of the Directors at Sun Pharma is also bidding for a high value tender for the appointment of a supplier for the Company. Does the Director need to inform the Company beforehand that the Director's relative is also bidding for the contract?

A

Yes. Director must do so, especially considering the value of the proposed transaction and the nature of the long-term engagement. As this could interfere, or appear to interfere, with the ability of the Purchase / Procurement Department to take an independent, objective and effective decision in the best interest of the Company, it is imperative for the Director to disclose this information.

Conflicts of interest are prohibited as a matter of Company policy. When in doubt about conflicts of interest - actual or perceived - one should always consult with the Head, Human Resources or the Compliance Officer(s).

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Even as employees, we must not make or influence any decision on behalf of the Company that could directly or indirectly benefit a family member. – ”

Related Party Transactions

The Company recognizes that Related Party Transactions in accordance with the Related Party Transactions Policy of the Company, can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company. Nevertheless, the Company recognizes that there are situations where Related Party Transactions may be or may not be inconsistent with, the best interests of the Company. Therefore, the Company has adopted the procedures set forth in Related Party Transactions Policy of the Company. Any dealings with a related party must be conducted in accordance with the Related Party Transaction Policy of the Company with necessary disclosure to the Audit Committee of the Company, wherever applicable.

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Any dealings with a related party must be conducted in a way that no preferential treatment is given to this business.

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Tyler is a director of Sun Pharma and Tyler's close relative runs a reputed interior decoration firm. Large scale renovations are required to be performed to the Company office. Can the contract be ordered to Tyler's close relative without taking required approval?

A

As Tyler is a director with the Company, a business transaction between Tyler's brother-in-law and the Company would be a related-party transaction. Thus, it is necessary to ensure that this related party transaction (before being entered into) is reported in accordance with the Company Related Party Transactions Policy.



Other Directorships

The Company feels that serving on the board of directors of other pharmaceutical companies [other than Sun Pharma's subsidiaries/affiliates (including publicly-held company (ies) in any jurisdiction and subsidiary(ies) and affiliate(s) of those publicly-held company (ies))] may raise substantial concerns about conflict of interest. Therefore, all Personnel must report / disclose such relationships to the Whole time Director / Compliance Officer, when such relationships are formalized and thereafter, on an annual basis.

It is felt that serving on the board of a direct competitor is not in the interest of the Company. Therefore, before joining the Board of Directors of any pharmaceutical company [other than Sun Pharma's subsidiaries/affiliates (including publicly-held company (ies) in any jurisdiction and subsidiary(ies) and affiliate(s) of those publicly -held company(ies))], the written consent of the Managing Director of Sun Pharma or the person authorized for such purpose is required. In case of a director the prior written consent of the Board of Directors is required.

Q

Taylor works at a very senior position in Sun Pharma. On the basis of Taylor experience and professional qualifications, Taylor has been offered the position of a Director in the Board of Directors of a newly- established pharmaceutical company. As Taylor will not be involved in the day-to-day operations, is Taylor permitted to serve as Director in the other pharma company?

A

Business relationships or offices held must not create any interests that may conflict, or have the potential to conflict, with those of Sun Pharma. Although Taylor is being asked to join the Board of the other pharma company solely for the prestige they will bring, their appointment presents the strong possibility of conflict of interest, as the other company is operating within the same sector. They cannot accept this position without taking prior consent of the Managing Director.

Serving on the Board of Directors of a direct competitor is not in the best interest of the Company and may create conflict of interest.

Code for Independent Directors

This article of the Code is for specific use of the independent directors of the Company. To the extent that Company entities outside India are required under local statutory /legal requirements to follow separate code/standard for the independent directors, such Company entity(ies) shall document such requirements separately.

The independent directors of the Company shall

- 01 undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 02 seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- 03 strive to attend all meetings of the Board of Directors and of the board committees of which they are member;
- 04 participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 05 strive to attend the general meetings of the Company;
- 06 where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 07 keep themselves well informed about the Company and the external environment in which it operates;
- 08 not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 09 ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;



10 pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;



11 report concerns about unethical behavior, actual or suspected fraud or violation of the Code or ethics policy;

12 acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its Personnel;

13 not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Third Party Engagement

Our responsibility does not end at our premises. Sun Pharma acts as catalysts to cascade responsible practices across our entire value chain. Any member of our value chain found to be indulging in irresponsible, unfair and unethical business practices should be condemned and appropriate action should be taken.



Interaction with Healthcare Professional (HCP) Policy

Nothing should be offered to a health care professional, which is intended to have an inappropriate influence on the health care professional's decision to prescribe, recommend, purchase, supply or administer products. The interactions with health care professionals should only be with the objective of enhancement of patient care. All promotional contents must be accurate, scientifically sound, objective, reflect the current state of knowledge and must be consistent with the prescribing information as approved by local regulatory authorities.

Whenever Sun Pharma hires a HCP as a consultant, speaker, advisor, clinical investigator or in any other capacity to provide services for the Company, we require the following conditions be met:

There is a legitimate business need for the services on the part of Sun Pharma. The arrangement is not a disguised way of inducing the HCP to prescribe, purchase, or recommend our products or of rewarding him/her for doing so;

The HCP is selected based on his/her qualifications, expertise, capabilities, experiences and/or other appropriate criteria directly related to the identified need;



A written contract with the HCP is in place prior to the commencement of the services that accurately describes the nature of the services and the basis for remuneration.

All compensation shall reflect reasonable amounts which are commensurate with the time and efforts of the HCP;

Any meeting or event we organize or sponsor for the HCP to perform services is held at an appropriate venue that is conducive to the purpose of the meeting or event; and

Any travel, lodging, and meals we provide to the HCP in relation to his/her performance of services are consistent with relevant Company policies.

Any concern related to interactions with HCP, should be immediately brought to the notice of Compliance Officer.

Insider Trading

The Company has formulated a “Code of Internal Procedures and Code of Conduct for Prevention of Insider Trading” (Insider Trading Code). Personnel shall comply with the requirements and regulations of said codes.

If a person possesses material non-public information or 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 of the Company, which publicly-traded securities, it is generally illegal for the person to trade in securities of that company or to “tip” others who might trade in such securities.

Personnel subject to the Code and any other employees or third parties subject to this Code as well as such individuals' dependent and immediate relatives (“Covered Persons”), shall not trade in or recommend to any one for purchase or sale of Sun Pharma's common shares (or any other equity or debt securities of Sun Pharma) while they are in possession of material information or UPSI regarding the operations or prospects of Sun Pharma and its subsidiaries.

Covered Persons shall also similarly abstain from trading in, or recommending the purchase or sale of securities of any other company that issues publicly-traded securities of which they have obtained UPSI as a result of their employment by or affiliation with Sun Pharma.

Covered Persons shall not disclose any UPSI to third parties except for valid business purposes (and covered by an appropriate confidential disclosure agreement). In such cases Covered Persons must have no reason to believe the information will be misused or the disclosures might otherwise violate securities laws.

Unpublished Price Sensitive Information may relate to, without limitation, information of the Company, the Company's business partners or Personnel regarding:

- ◆ Financial forecasts and financial results before their announcement;
- ◆ Dividend information, including changes in dividend policy;
- ◆ Trading prospects, including information on its markets;
- ◆ Merger, demerger, Acquisitions, delisting, disposals and expansion of business;
- ◆ Major restructuring programs;
- ◆ Capital structure changes, including redemption of securities;
- ◆ Changes to the Board of Directors or other major managerial positions;
- ◆ Significant product news, including discoveries, regulatory approvals and licensing deals; and
- ◆ Significant potential litigation.



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Sidney, an employee subject to the “Code of Conduct for Prevention of Insider Trading”, knows that Sun Pharma is going to announce a merger within the coming week as a result of which the Company stock is likely to trade at much higher prices. Using this insider information, Sidney informs their close relative to purchase shares so that Sidney can make a profit. Is this permissible?

A

No. Sun Pharma Personnel who possess material, non-public information shall not trade in Sun Pharma securities or the securities of another company to which the information pertains. Personnel may not engage in any other action to take advantage of or pass on to others (i.e., “tip”) material, non-public information before its release to the public at large and for a period of time after it is publicly disclosed. These restrictions also apply to spouses and family members. “Tipping” – which is passing material, non-public information to others so they are able to buy or sell Sun Pharma's securities before the information is made publicly available to ordinary investors.

Financial Reporting

High standards of integrity are integral to Sun Pharma's business conduct. Company's financial reports should stand as a barometer of not just high performance but also high transparency and accountability.

It should be our constant endeavor to share and disclose to our stakeholders material information as recommended in statutory guidelines.

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High standards of integrity are integral to Sun Pharma's business conduct.

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Peyton is a qualified accountant working in the Finance department of Sun Pharma. Peyton has been asked by their line manager to complete a costing exercise within a very short deadline and with limited resources. Peyton feels that under the difficult circumstances they may not be able to provide financial information which is completely validated, error-free and tallied. What should Peyton do?

A

Peyton must not compromise on the quality of the financial information submitted. Peyton must, without fear, approach their manager and tell their that Peyton needs more time and inputs. Providing inaccurate information may result in wrong business decisions, thereby harming the various interests of stakeholders.

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Protection and Proper Use of Corporate Assets

All Personnel should endeavor to protect the Company's assets (both physical and intangible) and ensure their efficient use. Theft, carelessness, loss and waste have a direct impact on the Company's financial performance. Personnel of the Company must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

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Kendall has been asked by their ex-colleague for some databases which they had worked on together when they were at Sun Pharma. As the ex-colleague was involved in working on the database, can Kendall share the database records with them?

A

Kendall cannot share the databases with the ex-colleague, as this is proprietary information. Every employee has a duty to safeguard confidential information from disclosure to unauthorized third parties.

Anti-bribery Policy

Sun Pharma is committed to doing business with integrity. We will abide by all applicable anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the local laws in every country in which we undertake business. These laws prohibit bribery of government officials, and with regard to the FCPA in particular, mandate that companies establish and maintain accurate books and records and sufficient internal controls.

Q

Robbie is at a medical conference where Robbie is elaborating on the efficacy of a drug developed by the Company. The drug receives enthusiastic response from the medical fraternity at the conference.

However, towards the end of the conference, a regulator meets Robbie and informs Robbie that a similar drug from another company is pending approval from regulatory authorities, and on payment of a specified sum of money Robbie could ensure faster approval for Sun Pharma as compared to the competitor. Should, in the interest of Sun Pharma, Robbie agree to the terms of the regulator so that the Company's drug has the first mover advantage?

A

Robbie must clearly state to the regulator that the Company does not tolerate corruption or bribery under any circumstances and will not deviate from regulations to expedite approvals and thus gain advantage over competitors. Robbie must also inform their manager and the Corporate Compliance Department about the incident.



Anti-money Laundering

Sun Pharma is committed to comply with all laws that prohibit money laundering or financing for illegal or illegitimate purposes. “Money laundering,” is the process by which persons or groups try to conceal the proceeds of illegal activities or try to make the sources of their illegal funds look legitimate.

You should always ensure that you are conducting business with reputable vendors and customers, for legitimate business purposes, with legitimate funds. Check for “red flags” such as requests from a potential customer or supplier for cash payments or other unusual payment terms. If you suspect money laundering activities, do report it in accordance with this Code to the Compliance Officer.



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Nicky, working in the Sales Department at Sun Pharma receives a very large order from an existing customer. This large order seems highly inconsistent with the customer's normal ordering pattern. On asking the reason behind this large order, the customer is reluctant to provide complete information. Further, Nicky requests Accounts Department whether it is possible to make multiple partial payments from various parties and locations. These requirements make Accounts Department suspicious of this deal. What should Accounts Department do?

A

Sun Pharma prohibits from participating in or facilitating money laundering in any manner. Thus, it is the responsibility of Nicky to understand every transaction they enters and they are completely justified in wanting to understand from their customer the reasons behind the large order. Moreover, if Nicky feels that, in this transaction, request for making multiple partial payments from various parties and locations can lead to potential money laundering activity, it needs to be reported appropriately. Further, relevant personnel must ensure that they know the business partners and where appropriate, conduct integrity assessments and other due diligence and be familiar with their business practices. If Accounts Department suspects that the activity may be used by the customer to disguise an illegal activity, they must notify higher authorities.

Our Responsibilities:

Seek guidance from the legal department when necessary to ensure that shipments of information or products across borders comply with laws governing imports and exports.

To help prevent and detect money laundering and terrorist financing, watch for any suspicious payments, which may include cash or the equivalent (when cheques are the norm); payments made from personal accounts instead of business accounts; and funds from financial institutions or third parties without a logical relationship to the customer or business partner.

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Sun Pharma prohibits from participating in or facilitating money laundering in any manner.

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Gifts and Gratuities

Employees of Sun Pharma or their family members shall not accept gifts from the current or prospective contractor, supplier, customer or any other person with whom Sun Pharma does or may do business with (“Third Party”). Employees and their immediate family members also may not accept loans of any value or favors from a Third Party. Receiving such items or favors may compromise – or appear to compromise – ability of the employee to make objective, impartial and fair business decisions.

Offering or receiving any gift, gratuity or entertainment that might be perceived to improperly influence a business decision must be avoided. Gifts of cash or cash equivalents (such as gift cards or gift certificates) must never be offered or received. In addition, you must never solicit a gift or entertainment. Business entertainment should be moderately scaled and intended only to facilitate business goals. Gifts and entertainment that are repetitive (no matter how small) may be perceived to be an attempt to create an obligation to the giver and are therefore inappropriate.

No employee must give, offer, promise to offer, or authorize the offer, directly or indirectly (proxy bribing), anything of value (such as money, shares, goods or service), any type of gratuity, kickback, bribe, payoff or advantage (whether in cash or any other form) to government officials, customers, potential customers, foreign officials including officials of any public international organizations which could be regarded as influencing any business decision or to obtain improper advantage.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. All Personnel should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals.

International Considerations in the Receipt of Gifts:

Laws and customs of some countries permit gifts and courtesies. Refusing such gifts or courtesies might be considered offensive in that country. In a situation where it is difficult or inadvisable to refuse a gift or courtesy, you must disclose receipt of the gift to your manager immediately. The manager will assist in handling the matter in consultation with the Global Human Resources Head or the Compliance Officer(s).

Q

Brooklyn, Head of Purchase and Procurement Department, received a nominal gift from a vendor at the beginning of the year, which Brooklyn accepted. However, now Brooklyn is getting a new nominal gift at frequent intervals from the same vendor. What should Brooklyn do? Was Brooklyn in the wrong to accept the gift for the first time?

A

As per Company policy, unauthorized gifts by vendors must be returned and if difficult to return keeping business relationship in perspective, the gift should be handed over to the Head, Human Resources or any of the Compliance Officer(s) for charitable purpose or such other use as the Company believes appropriate in its sole discretion.

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Business courtesy such as Gifts or Entertainment that could be regarded as influencing any business decision or could create an appearance of misconduct shall never be offered by Personnel.

-”

SCENARIO

Ludo, working in the marketing division of the Company, has just come back after attending a vendor meeting. Ludo is very happy because Ludo just got two tickets to Sunday's cricket match. Ludo has newly joined the Company

Dino: So, Ludo, how was your first week at Sun Pharma?

Ludo: It's good. I've met lots of people. So, what's been up with you?

Dino: It's been a hectic week; I'm looking forward to a great Sunday! Guess who got two tickets to Sunday's cricket match?

Ludo: Wow! How did you get those?

Dino: The vendor I know gave the tickets to me.

Ludo: I heard those are going for Rs. 3000.

Dino: At least! And that's for the poorest seats.

Ludo: You are so lucky. But I think our Company has a policy that does not let us accept gifts like that.

Dino: I think it's only applicable to big gifts, like a holiday trip or something similar. But, I think the policy only affects the senior levels. This is just a general gift from a Vendor who appreciates my services.

Q

Were Dino's actions appropriate even if Ludo is not making any commitment to the vendor in return?

“-

Dino must seek prior permission before Dino accepts any gift.

-”

A

As per Company Policy Dino must not have accepted the tickets. Hence, Dino's actions are inappropriate even if Dino is not making any commitment to the vendor in return. Invitations to sports events are not permitted. Because of the high price of the tickets, there is a possibility of “quid pro quo”. Dino must seek prior permission before they accept any gift.

Electronic Media Usage; Social Media

Sun Pharma provides access to and use of electronic mail, voicemail, the intranet, the Internet, and other electronic media for business purposes. This is provided to make it easier for Personnel to communicate with each other and with appropriate third parties—including contractors, suppliers, customers, shareholders, government agencies and academic institutions. Sun Pharma's electronic media is not to be used for any purposes that violate applicable laws, rules and regulations and Sun Pharma standards, policies or procedures. This includes transmission of threatening, obscene or harassing materials. Incidental personal use of electronic media that does not interfere with Sun Pharma's business or an employee's performance of his/her abilities is acceptable, as long as such personal use does not include illegal, unethical or otherwise offensive subject matter.

Sun Pharma may monitor or access employee use of its electronic media at any time in accordance with applicable laws. Personnel should not participate in the inappropriate use of social media and should not tolerate disrespectful or unprofessional usage of social media such as posting content that is abusive, malicious, obscene, threatening or intimidating, or contains ethnic, religious, gender or other derogatory statements in any message or post that relates to Sun Pharma, its business, its clients, its business partners, or Personnel. All Personnel must use social media as per "Social Media Policy" of the Company.

Only approved spokesperson can communicate on behalf of Sun Pharma; providing professional references or recommendations in social media is strictly prohibited. If an employee is of the opinion that an official Sun Pharma response may be required for something on social media, such employee should contact the Corporate Media Team. Employees should never disclose information which is not already in public domain by lawful means. All nonpublic information is treated as confidential information for this policy.

“

Sun Pharma may monitor or access employee use of its electronic media at any time in accordance with applicable law.

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Q

Kris works long hours as a sales and marketing manager, and sometimes uses the Company's electronic media to exchange messages with family and friends. Is this permitted under the Sun Pharma Code of Conduct?

A

Yes, incidental personal use of electronic media is permissible under the Sun Pharma Code of Conduct. However, the communications must not violate Sun Pharma's business standards (e.g., sending pornography, threats or offensive mails or legal notices concerning family disputes), nor should they reveal Proprietary or Confidential Information of Sun Pharma and/or its business partners).

Health, Safety and Drug & Alcohol Use

The Company strives to provide each employee with a safe and healthy work environment. Each Personnel has a responsibility for maintaining a safe and healthy workplace for all Personnel by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in a condition to perform their duties, free from the influence of prohibited drugs or alcohol. The use of prohibited drugs or alcohol or other similar substances or improper use of medication in the workplace and during working hours or while conducting Company business is absolutely prohibited.

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Employees should report to work in a condition to perform their duties, free from the influence of prohibited drugs or alcohol.

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Q

Hollis has recently joined Sun Pharma's corporate office and has been entrusted with the job of reducing unnecessary overheads. Hollis is successful in bringing down costs in the past six months. However, Noel, Hollis junior, notices that while trying to cut down costs, Hollis has reduced the periodic visits of the safety team as a result of which alarms, sprinklers etc. are not being maintained as per Company Policy. Also, safety mock drills have been cancelled to use the time for business activities. Noel recognizes these violations. What should they do?

A

Employees often resist reporting safety violations as they feel it may hamper their relation with their co-workers. However, it must be remembered that unsafe working conditions can be a life hazard. Sun Pharma respects the right of all individuals to work in a safe working environment and therefore strongly promotes a work culture wherein safety of employees is never compromised. It is imperative for Noel to bring this safety violation to Hollis's notice, and if no corrective action is taken, to confide with higher authorities without fear of retaliation.

Environment Policy

Sun Pharma is committed to complying with all applicable environmental legislation and other environmental requirements to which we subscribe, and to the continual improvement of the environmental management system to enhance environmental performance.

A

The Company is committed to the protection of the environment, and also aims for efficient and sustainable use of natural resources wherever feasible;

B

Minimizing its contribution to climate change, in line with the scale of action deemed necessary by science;

C

Requiring suppliers and contractors to meet our Code of Conduct.

Public Policy Advocacy

Sun Pharma works with policy makers as knowledge partners by sharing our insights, scientific knowledge and technical expertise through our authorized personnel that can help them craft public policies to boost healthcare access in the country and improve the social equity and environmental health of the country.

In doing so, Sun Pharma shall remain ethical, transparent and unbiased and aim towards common good. The Company shall not undertake any activity(ies) to the detriment of the nation's interests or those that will have any adverse impact on the social and cultural life patterns of its citizens.

Sun Pharma engages with collective platforms like trade and industry associations to raise industry benchmarks and exchange of best practices by authorized personnel of Sun Pharma.

Any Personnel whose work requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation must have prior written approval of such activity from the Compliance Officer. Preparation, research, and other background activities that are done in support of lobbying communication are also covered by this Code even if the communication ultimately is not made.

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Government policies directly impact healthcare access and innovation. These policies affect many aspects of Company's business model, including Company's ability to meet patient needs and provide value to all its stakeholders. For these reasons, the Company actively participates in public policy discussions to share its perspectives and experience for patients with unmet medical needs.

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25

Dealing with Media

To facilitate achievement of our business plans, it is necessary to communicate our plans and achievements in the most effective manner through media to our Internal & External Stakeholders including customers, employees, and to the community at large in which Sun Pharma operates.

No person other than members of the Corporate Communications team is authorized to communicate on behalf of the Company or share any non-public information regarding Sun Pharma with media or anyone outside the Company. If any employee is contacted for an interview or comments or other information by the media or anyone outside Sun Pharma, the employee should refer them to the Corporate Communications team.

Q

Devan has been involved in the research of a new drug for the treatment of cancer, which Sun Pharma has just introduced in the market. Devan's friend works as a reporter for a health magazine and wants to do a feature on this new product. Can Devan speak to their friend who's writing the story?

A

Devan can only comment on, or provide press releases about Sun Parma's products or services if Devan has been authorized to do so. Otherwise, Devan must introduce the reporter to the authorised person in the Corporate Communication department who can speak on behalf of the Company.

Q

Sun Pharma has recently proposed an acquisition, the news of which has already been made public through a press release. Jaylin has been actively involved in working out the terms of the acquisition. Jaylin gets a call from the media asking for information about the proposed acquisition. Is it correct for Jaylin to comment since the news is in public domain?

A

Jaylin, unless authorized, cannot speak to the media although Jaylin is fully conversant with the facts of the matter. Even a public announcement of the Company operations does not sanction media interactions by a Personnel on official matters or in connection with the Company unless specifically authorized or prior approval has been taken.

“-

No person other than members of the Corporate Communications team are authorized to speak on behalf of the Company

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“-

Even a public announcement of the Company operations does not sanction media interactions by a Personnel on official matters or in connection with the Company

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Understanding Boycotts and Sanctions

A foreign country or a Sun Pharma entity associated with a country could make a request to support a boycott in a bid invitation, purchase order or contract, or orally in connection with a transaction or in a number of means. If Personnel hear of a boycott or receive a request to support a boycott or to provide information related to a boycott, such Personnel shall contact Compliance Officer(s).



Prohibition Against Company Political Contributions

Unless any applicable law requires otherwise, the Company funds or assets shall not be used for making political contributions of any kind, in India without the approval of the Board of Directors of the Company and in any other country without any such approval required, if any, in accordance with the applicable laws of the respective jurisdiction. This prohibition covers not only direct contributions, but indirect support of candidates or political parties; e.g., the purchase of tickets for special dinners or other fund-raising events, the loan of Personnel to political parties or committees, and the furnishing of transportation or logistic services.

Q

While visiting a foreign country for business development, Sonal is requested by the prospective customer to contribute towards a fund-raising dinner for a political candidate for the upcoming elections. Sonal is assured by the prospective customer that the credentials of the candidate are outstanding and Sonal would do an excellent job if elected. Can Sonal, in good faith, purchase tickets for the dinner on expense account and be part of the fund-raising dinner?

A

Unless permitted under any applicable laws or approved by the senior official(s) of the Company as authorized by the Board of Directors, it is strictly prohibited for Company Personnel to use the funds of Sun Pharma or its name, assets or property for political purposes or endorsement, whether directly or indirectly. Sun Pharma Personnel must not:

- ◆ Conduct personal political activities on Company time or at Company facilities (in certain countries, political party meetings at Company facilities may be permitted, if prohibitions of such meetings are illegal).
- ◆ Use Company property or equipment on behalf of a political candidate or cause.
- ◆ Make political contributions or incur political expenditures on behalf of the Company.
- ◆ Obtain reimbursement for any such contributions or expenditures.
- ◆ Make any direct or indirect contributions to political candidates, officeholder or any political parties on behalf of the Company unless the contribution is legal and directly authorized by the Company's Compliance Officer or senior official(s) as authorized by the management (as the case may be).
- ◆ Make contributions to trade associations or their political action committees where such contributions will be directly or indirectly used for political purposes. This includes campaign contributions and lobbying expenses, except for contributions made in connection with the support of legitimate lobbying efforts by trade associations that are previously approved by the Compliance Officer of the Company or such senior official(s) as authorized by the management.

[This list is indicative only and non-exhaustive.]

Whistleblower Policy

The "Whistleblower Policy" of Sun Pharma encourages Directors and employees (herein after referred to as 'employees') to bring to the Company's attention, instances of unethical behavior, actual or suspected incidents of fraud or violation of the Sun Pharma Code, that could adversely impact the Company's operations, business performance and / or reputation. The Company will investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.



Duty to Report Violations

Personnel are responsible for reporting in good faith to the Company any circumstances that they believe may constitute a violation of the Code or any other Company policies. Policy violations should immediately be reported in writing to the Global Human Resources Head or the Compliance Officer(s). Personnel may report violations of the Code using the Company's Whistleblower Policy. The Company will investigate any matter so reported and will take appropriate corrective action.

Q

Rory works as a clerk at Sun Pharma. During the course of Rory's operations, Rory comes across documents which suggest that Sun Pharma has been disposing medical waste, albeit a small amount, in a manner which is environmentally illegal and a public hazard.

Rory reports this to Rory's senior, who instructs Rory to pay no heed to this matter as this waste is a very small portion of the total waste being disposed by the Company, and moreover, Rory has been entrusted with the job of record-keeping and not overseeing proper disposal of waste. Rory is still not convinced about this matter.

Although the danger emanating from this disposal is minimal, and Rory faces the risk of irking Rory senior, should Rory report the violation of business ethics to the higher authorities?

A

Rory must report this violation which, on prima facie evidence, seems to be a violation of business ethics and good practices. As Rory's seniors have not taken the matter seriously enough, Rory can, in fact, report to the Head, Human Resources, or the Compliance Officer(s). Acting in good faith, Rory faces no danger of retribution either from the Company or Rory's seniors.

All concerns and issues raised shall be treated in a confidential manner except to the extent necessary to conduct a complete, fair and effective investigation.

There will be no retribution against an employee for reporting in good faith, policy violations. However, the employee will not be protected from possible disciplinary action if the matter reported is with a malicious intent (bad faith) or if the employee has otherwise engaged in misconduct.

Unless authorized by the employee or required by law, the identity of the employee reporting a violation, a concern, or a complaint will not be disclosed. The Company will not retaliate nor tolerate retaliation or victimization against any Personnel who raises an issue, complaint, or concern in good faith.

“

There will be no retribution against an employee for reporting policy violations in good faith

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Q

Due to complaint by a co-worker against Salem which showed documentary proof that Salem had taken few measures against the prescribed Code of Conduct manual, the senior planned to take disciplinary action which could have a far reaching impact on their career doing forward. Salem's response was that Salem was not aware of the interpretation of Code and whether it would apply to such a case. Can Salem be excused?

A

Every employee is bound to read, understand agree and sign the Code of Conduct. Clarification on implementation in any specific cases if not understood can always be clarified with the specific authorities. However, the excuse of not being well-informed or not understood can't be an excuse for violating the spelled out Code of Conduct.

Human Rights Approach and Commitment

Sun Pharma is committed to respecting internationally-recognized human rights. We support the spirit and provisions of the Universal Declaration of Human Rights and the subsequent guidance set forth in the United Nations Guiding Principles on Business and Human Rights. Sun Pharma conducts business in accordance with the highest degree of integrity and in compliance with applicable laws, which includes recognizing and respecting human rights. Sun Pharma prohibits all forms of slavery and human trafficking within our supply chains and businesses in accordance with this Code. Sun Pharma hereby prohibits all Personnel from using forced, bonded, indentured, or illegal child labor or from supporting, promoting, or engaging in slavery or human trafficking.

Sun Pharma acknowledges that respecting and supporting human rights is an integral part of its responsibility. Having negative impacts on human rights may entail legal consequences and could seriously harm Sun Pharma's licenses, competitiveness and reputation and accordingly the following cardinal principles are set out as herein below.

- ◆ Respect for all individuals and endeavors to preserve the dignity of every individual with whom Sun Pharma deals.
- ◆ Value Sun Pharma Personnel's right to working conditions that does not place them at undue risks to personal safety or health.
- ◆ Maintain strong security at all the sites of Sun Pharma and provide protection, where relevant, for Personnel traveling for business.
- ◆ Value diversity and inclusion and have zero tolerance for discrimination or harassment based on nationality, place of residence, sex, gender, identification, sexual orientation, age, race, ethnicity, color, religion, language, ability, income, political opinion or any other protected status.
- ◆ Prohibit any form of forced labor, including prison labor, bonded labor or work that restricts employees' free choice and movement.
- ◆ Do not employ individuals below the legal working age in any of Sun Pharma's operations, anywhere in the world.
- ◆ Comply with applicable regulations governing hours of work and rest in every country in which Sun Pharma operates.

Accountability for Adherence to the Code

All Personnel are responsible for adherence to this Code.

Internal Investigations:

Sun Pharma will promptly investigate all alleged violations and potential violations of this Code, or of any related Sun Pharma standard, policy or procedure. Any allegations will be treated confidentially, to the extent consistent with Sun Pharma's interests and its legal obligations.

All Personnel are expected to cooperate with an investigation of an alleged violation of the Code.

If Sun Pharma determines that corrective action is necessary to fix a problem and avoid the likelihood of its recurrence, Sun Pharma will promptly decide what steps to take, including legal proceedings when appropriate.

Disciplinary Action.

To the extent legally permissible under applicable law, appropriate disciplinary action will be taken, in relation to this Code or any related Sun Pharma standard, policy or procedure.

Certification.

All Personnel must certify, in writing or electronically, that they have received, read, understood and shall abide by this Code.

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Every employee is bound to read, understand, agree and sign the Code of Conduct.

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Waivers

To the maximum extent permitted by applicable laws of any jurisdiction, some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be possible. Any Director who seeks an exception to any of these policies must contact the Chairman of the Company. Any employee who seeks an exception to any of these policies must contact the Global Human Resources Head or the Compliance Officer(s). Any waiver of this Code or any change to this Code may be made only by the Board of Directors or such designated authorities of the Company.

Disclaimers

Wherever the context requires, Sun Pharma or company shall mean the respective subsidiary/associate company of that jurisdiction. Unless it is varied or changed by respective subsidiary/associate company, the code will be applicable to such subsidiary/associate company. This code is intended solely as a guide. The language used in this code shall not be construed as creating a contract of employment between Sun Pharma and any third parties.

Disciplinary action/termination: procedures for implementation of the policies shall not be construed as preventing, limiting or delaying Sun Pharma from taking any disciplinary action, including immediate discharge, in circumstances where Sun Pharma deems such actions appropriate.



Sun Pharmaceutical Industries Limited

CERTIFICATION

For the Year _____

I, _____ do hereby certify that:
(Print Name Above)

1. I have received and carefully read the Global Code of Conduct.
2. I understand the contents of the Global Code of Conduct.
3. I have complied and will continue to comply with the terms of the Global Code of Conduct and have reported or will report any known violations of the Code according to the procedures outlined in the Code.

Date:

(Signature)

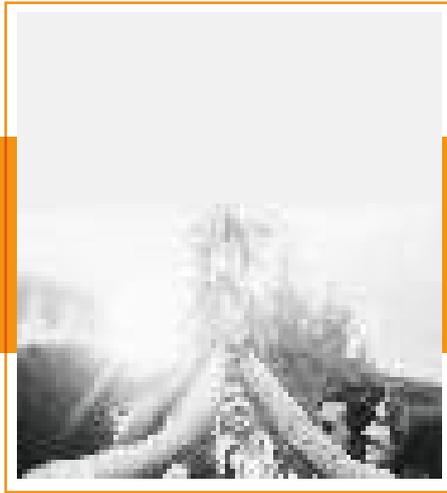
Name:

Designation:

Department:

Location:

Note: A signed hard copy of this certification is required to be submitted unless the certification is provided online/digitally, on an annual basis.



Sun Pharmaceutical Industries Limited

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