

**WOCKHARDT LIMITED**  
**CODE OF BUSINESS CONDUCT AND ETHICS**  
**FOR**  
**THE MEMBERS OF THE BOARD OF DIRECTORS**  
**AND**  
**SENIOR MANAGEMENT**

***INTRODUCTION***

Wockhardt's business philosophy is – *'Creating value by understanding and communicating with it's customers and business partners'*

In order to pursue the above business philosophy and meet the challenges for turning the vision into reality, the Board of Directors of Wockhardt has adopted the following Code of Business Conduct and Ethics (the "Code") for directors and senior management (Functional Heads) of the Company. This Code is intended to focus the Board, each director and each of the Senior Management personnel on areas of ethical risk, provide guidance to help them recognise and deal with ethical issues, provide mechanism to report unethical conduct, and help foster a culture of honesty and accountability. Each director and Senior Management personnel must comply with the letter and spirit of this Code.

No Code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors and Senior Management personnel. Directors and Senior Management Personnel are encouraged to bring questions about particular circumstances that may involve one or more of the provisions of this Code to the attention of the Chairman of the Board of Directors.

***CONFLICTS OF INTEREST***

A "conflict of interest" may exist whenever the interests of a director or Senior Management personnel conflict in any way (or even appear to conflict) with the interests of a Company. While our directors and Senior Management should be free to make personal investments and enjoy social relations and normal business courtesies, they must not have any interests that adversely influence the performance of their responsibilities. A conflict situation can arise when a director or Senior Management Personnel takes actions or has interests that may make it difficult to perform his or her Company responsibilities objectively. Conflicts of interest also may arise when a director or Senior Management Personnel, or a member of their family, receives improper personal benefits as a result of their position with a Company, whether received from that Company or a third party. Gifts above a "de minimis" value to,

loans to, or guarantees of obligations of directors or Senior Management, or their respective family members may create conflicts of interest.

Although it is not always possible to avoid conflicts of interest, it is each Company's policy to prohibit such conflicts when possible. Conflicts of interest may not always be clear-cut, so if directors or Senior Management have a question, they are encouraged to consult with the Chairman of the Board or the Compliance Officer. Any director or Senior Management personnel who becomes aware of a conflict or potential conflict should bring it to the attention of the Chairman of the Board or the Compliance Officer.

If a director discloses his interest in other companies or entities under section 299 of the Companies Act, 1956, it shall be deemed to be sufficient compliance as regards to conflict of interest with the said companies or entities.

### **CORPORATE OPPORTUNITIES**

Directors and Senior Management Personnel are prohibited from

- (a) taking for themselves personally, opportunities related to the Company's business
- (b) Using the Company's property, information, or position for personal gain
- (c) Competing with the Company for business opportunities

### **COMPLIANCE WITH APPLICABLE LAWS**

Directors and Senior Management Personnel in their respective functions must abide by the laws, rules, and regulations of India and other countries, as well as the states, counties, cities, and other jurisdictions, applicable to either Company or its business. Directors and Senior Management Personnel must also comply with '*Code of Conduct for prevention of Insider Trading*'.

### **PROTECTION AND PROPER USE OF COMPANY ASSETS**

All directors and Senior Management Personnel should perform their duties in a manner that protects the Company's assets and ensures their efficient use. All Company assets should be used for legitimate business purposes.

### **ACCOUNTING COMPLAINTS**

Directors or Senior Management Personnel who have concerns or complaints regarding accounting, internal accounting controls or auditing matters are encouraged to promptly submit those concerns or complaints to the Audit Committee of the Board

or to the Compliance Officer, who subject to its duties arising under applicable law, regulations, and legal proceedings, will treat such submissions confidentially.

### ***CONFIDENTIALITY***

Directors and Senior Management Personnel should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as director or Senior Management personnel, except when disclosure is authorised or legally mandated.

For purpose of this Code, “confidential information” includes all non-public information relating to the Company..

### ***DUTIES OF INDEPENDENT DIRECTOR***

1. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder’s interest.
2. Undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company.
3. 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.
4. Strive to attend all meetings of the Board including a Separate meeting of the independent director and of the Board committees of which you are a member.
5. Participate constructively and actively in the committees of the Board in which you are chairperson or member.
6. Strive to attend the general meetings of the Company.
7. Where you 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 your concerns are recorded in the minutes of the Board meeting.
8. Keep yourself well informed about the Company and the external environment in which it operates.
9. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
10. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company.

11. 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.

12. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

13. Acting within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.

14. 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.

#### ***AMENDMENT, MODIFICATION AND WAIVER***

This Code may be amended, modified or waived by the Board of Directors. As a general policy, the Board of Directors will not grant waivers to the Code.

#### ***AFFIRMATION OF COMPLIANCE***

Each director and Senior Management personnel shall affirm compliance with this Code on annual basis.