

CARACO PHARMACEUTICAL LABORATORIES, LTD. CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

This Code of Business Conduct and Ethics (the “Code”) sets forth legal and ethical standards of conduct for directors, officers and employees of Caraco Pharmaceutical Laboratories, Ltd. (“Caraco,” or the “Company”). Caraco’s Code is designed to deter wrongdoing and to promote:

- (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (ii) Full, fair, accurate, timely and understandable disclosure and reports in documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- (iii) Compliance with governmental laws, rules and regulations;
- (iv) The prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and
- (v) accountability for adherence to the Code.

All of our directors, officers and employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor, the Human Resources Manager or the Chief Financial Officer.

The Code applies everywhere Caraco business. Compliance with this Code is required of every director, officer, employee and individual acting on behalf of the Company. It is the responsibility of every employee and Caraco’s policy to encourage its employees to ask questions, seek guidance, report suspected violations or express their concerns regarding compliance with this Code.

1. Duty to Report Violations

You are responsible for reporting in good faith to the Company any circumstances that you believe may constitute a violation of this Code, as well as any other Company policies. You should direct suspected policy violations to your supervisor, the Human Resources Manager or the Chief Financial Officer, or, alternatively, anonymously in writing. The Company will investigate any matter so reported and will take any appropriate corrective action. **There will be no retribution against you for good faith reporting of suspected policy violations; however, you will not be protected from possible disciplinary action if you report in bad faith or have otherwise engaged in misconduct.**

2. Confidential Information

The disclosure of confidential information regarding Caraco’s business, financial, legal, regulatory or scientific operations, whether intentional or accidental, can adversely affect the financial stability and competitive position of Caraco and the job security of its employees.

Because of this risk of harm to Caraco, we must not, during the term of our employment by, service or affiliation with Caraco or thereafter, disclose to third parties any confidential information obtained during the course of employment, service or affiliation except confidential disclosure agreement or confidentiality provision.

“Confidential Information” means all non-public information in Caraco’s possession, whether through internal or external development, that might be of use to competitors, or harmful to the financial stability or competitive position of Caraco if disclosed, including but not limited to:

- Discoveries, inventions, improvements and innovations, whether or not patentable or copyrightable
- Methods, processes and techniques, including manufacturing process information
- Shop practices
- Formulae, compounds and compositions
- Computer software
- Equipment
- Personnel data
- Customer lists
- Financial, pricing and accounting data
- Supplier data (names of suppliers, pricing, sources of supply, anticipated requirements)
- Results of regulatory inspections/audits
- Business plans and updates to business plans
- Potential acquisitions, licenses or other business deals
- Potential divestitures
- Potential equity interests
- Research, clinical and pharmacological data
- Regulatory filings and approval dates
- Marketing and sales information

3. Compliance with Laws, Rules and Regulations

The Company requires that employees, officers and directors comply with all laws, rules and regulations applicable to the Company wherever it does business.

You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

Specific laws, rules and regulations that you are expected to comply with include:

a. Non-discrimination

We regard the diversity of our employees as a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Discrimination in employment is illegal under U.S. law and a violation of our policies. It is our 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. An employee engaging in discrimination is subject to disciplinary action up to and including termination of employment, is liable to indemnify the Company for any loss incurred by the Company on account of such discrimination and/or is subject to forfeiture of any applicable termination benefits.

b. Sexual Harassment

Sexual harassment is illegal under U.S. law and a violation of the Company's policies. An employee engaging in sexual harassment is subject to disciplinary action up to and including termination of employment, is liable to indemnify the company for any loss incurred by the Company on account of such sexual harassment and/or is subject to forfeiture of any applicable termination benefits.

c. Food and Drug Laws

We must comply with all applicable laws, rules, regulations, consent decrees and other orders of the United States Food and Drug Administration governing research, development, manufacturing, distribution and promotion of drugs. We must also comply with all applicable requirements regarding the proper uses and tracking of drug samples, including the United States Prescription Drug Marketing Act.

d. Antitrust and Competition Laws

You are prohibited from entering into any agreements or understandings which violate antitrust or competition laws. The following is a representative list of the types of arrangements with competitors which have been clearly identified as violations of antitrust and competition laws:

- Agreements to fix or affect prices, or other terms or conditions of sale.
- Agreements to allocate customers, markets or territories.
- Agreements to fix production levels or quotas.
- Agreements to boycott third parties.
- Agreements with a customer concerning the price or price levels at which the customer can resell Company products.

Other activities, such as price discrimination, tie-in sales, most favored nations clauses and exclusive dealing or reciprocity arrangements may violate the law if they are found to substantially reduce competition. You should consult with your supervisor before agreeing to such activity.

A formal agreement is not necessary for there to be an antitrust or competition law violation. Discussions among competitors followed by similar actions by competitors may be found to violate the law. You must be extremely careful not to discuss any prohibited subject with competitors generally, and you should be mindful of antitrust and competition laws in the context of all individual discussions or relationships with industry counterparts. Particular attention should be paid to your activities at trade association meetings, which are groups consisting of competitors. You should not attend any trade association or any similar meeting unless it has been called for a valid business purpose.

e. Laws Relating to Data Privacy

We are committed to the protection of individuals' privacy. We must comply with applicable privacy laws, rules and regulations where ever we do business, and in all aspects of our business.

f. Laws Relating to the Environment

We are committed to protecting the environment by minimizing the negative environmental impact of our operations. We must comply with all applicable environmental laws, rules and regulations.

g. Laws Relating to Political Contributions

Except as permitted by applicable law, we will not provide or promise Caraco funds or services for political purposes to any political party or any candidate for, or incumbent in any public office.

In many instances in the United States, gifts, contributions or expenditures by or on behalf of Caraco in connection with any federal, state or local

election or political process are prohibited or regulated. We will not make any contributions on behalf of Caraco which are not legally authorized.

h. Customs, Anti-Boycott, Embargo, and Trade Control Laws

While importing or exporting products, services, information or technology, we will comply with all applicable customs, anti-boycott, embargo and trade control laws, rules and regulations

i. Anti-Money Laundering Laws

We will comply with all applicable anti-money laundering laws, rules and regulations. The anti-money laundering laws prohibit us from engaging in a financial transaction if we know that the funds involved in the transaction were derived from illegal activities.

j. Insider Trading Laws

If a person possesses material non-public information concerning a company that issues 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.

All directors, officers and employees covered by this Code and third parties who are in a confidential relationship with Caraco (as well as such individuals’ household members and close relatives), shall not trade in or recommend the purchase or sale of Caraco’s common shares (or any other equity or debt securities of Caraco) while they are in possession of material information regarding the operations or prospects of Caraco that has not been publicly disclosed and disseminated.

Directors, officers and employees shall also similarly abstain from trading in, or recommending the purchase or sale of the securities of any other company that issues publicly-traded securities of which they have obtained material non-public information as a result of their employment by or affiliation with Caraco.

Directors, officers and employees shall not disclose any such material non-public information to third parties except when done for valid business purposes (and covered by an appropriate confidential disclosure agreement). In such cases the directors, officers or employees must have no reason to believe the information will be misused or the disclosure might otherwise violate Federal securities laws.

United States securities laws prohibit selective disclosures of material non-public information to third parties who are not bound by confidentiality agreements or certain confidential relationships to preserve the confidentiality of such information. Directors, officers and employees should consult with the Chief Executive Officer before making disclosures

to third parties that might constitute selective disclosure or if they believe a selective disclosure may have already been made by inadvertence or otherwise.

“Material information” is information which, if publicly disclosed, could reasonably be expected to affect the market value of a company’s securities or to influence a reasonable investor’s decisions with respect to those securities. Specific examples of material information include generally unanticipated changes in revenues, annual and quarterly earnings or dividend rates, significant write-offs or significant increases in reserves, public offerings of any Caraco securities, significant acquisitions or dispositions, joint ventures, proposed tender offers or stock splits, and senior management changes. Information regarding major new product developments, collaborations, suppliers, customers, contract awards or terminations, expansion plans, or significant litigation or regulatory proceedings may also fall in the category of material information.

To prevent violations of these laws and avoid even the appearance of impropriety, directors and the following persons: the Chief Executive Officer, the President, the Chief Financial Officer, the Chief Operating Officer, Executive or Senior Vice Presidents, the Vice President – Marketing and the Manager – Finance and Accounts (“covered persons”) should only trade during certain trading windows (as defined below). Also, Caraco may impose “blackout periods” during which covered persons should not engage in any transactions involving Caraco’s securities. Covered persons will be notified of any such blackout period. The Chief Executive Officer or Chief Financial Officer may waive those restrictions for “hardship reasons.” The request for a waiver and the waiver must both be in writing. As provided above, covered persons may trade in the Company’s securities only during the period beginning at the close of trading on the second full trading day following the Company’s widespread public release of quarterly or year-end earnings, and ending at the close of trading at the end of the second month of the fiscal quarter in which earnings were released (the “trading windows”). In no event may a covered person who possesses material non-public information concerning the Company trade in Company securities even during applicable trading windows.

No covered person may trade in any interest or position relating to the future price of Company securities, such as a put, call or short sale.

The trading prohibitions and restrictions set forth above are not intended to prevent covered persons from buying or selling securities pursuant to properly established and administered “Rule 10b5-1 Plans,” which may be used to permit trading pursuant to certain kinds of prearranged plans even if a person subsequently comes into possession of material non-public information.

k. Laws Relating to Bribery and Kickbacks

The Company requires that you adhere to lawful and ethical business practices at all times. Examples of certain prohibited activities are set forth below. These examples are intended to highlight some prohibited practices, but they do not address every kind of prohibited practice.

- Bribery. Bribery is the giving of money or anything else of value in an attempt to influence unlawfully the action of a political official. No employee, officer or director should pay, offer or authorize any bribe, or make any other unlawful payment on behalf of the Company. This prohibition extends to payments to consultants, agents or other third parties when you have reason to believe that some part of the payment or fee will be used for a bribe or to otherwise improperly influence government action.
- Kickbacks. Payment of money (other than for purchase of a product or service) or the giving of a gift of more than nominal value to suppliers or customers or their agents, employees, or fiduciaries may be considered a kickback and may be a violation of law. No employee, officer or director should pay, offer, or authorize an unlawful payment or gift on behalf of the Company to anyone, including suppliers, customers or their agents, employees or fiduciaries.

4. Conflicts of Interest

The following pertains to all conflicts of interest other than those relating to transactions between the Company and Sun Pharmaceutical Industries Limited and its affiliates. In addition, directors and officers of Sun and its affiliates may also be directors and officers of the Company. The requirements relating to transactions with Sun and its affiliates are set forth below. Employees, officers and directors must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a “conflict of interest.” A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of the Company. A conflict of interest can arise whenever you, as an officer, director or employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively. In order to avoid conflicts of interest, employees, officers and directors must observe the following restrictions, which are not to be construed as a comprehensive list:

1. No employee, officer or director or close relative of an employee, officer or director may own any financial interest, a proprietorship interest or a partnership interest in any enterprise (including customers and suppliers) (other than Sun and its affiliates) which competes or does business with the Company.

2. No employee, officer or director may use the Company's name, property, proprietary or confidential information, or goodwill for personal gain or for the gain of others.
3. No employee, officer or director or close relative of an employee, officer or director may engage in any activity as an officer, director, employee, contractor, supplier or consultant with any enterprise (other than Sun and its affiliates) that competes or does business with the Company.

A "close relative" means a spouse, dependent child or any other person living in the same home with the employee, officer or director.

Conflicts of interest are prohibited as a matter of Company policy. It is your responsibility to disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to your supervisor, the Human Resources Manager or the Chief Financial Officer. The Board of Directors shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor, the Human Resources Manager or the Chief Financial Officer.

Sun and its affiliates engage in a number of related party transactions with the Company. Such transactions must be approved by the Company's Audit Committee, a comparable body of the Board of Directors or by all of the independent directors of the Company (the "Committee"). To the extent possible, the Committee may request that management develop relevant objective criteria for determining the benefits of the transaction to the Company. In such case, the objective criteria must be approved by the Committee. If objective criteria are so developed, management will periodically provide the Committee with a report which updates the status of the related party transactions *vis a vis* the applicable objective criteria. The Committee may also request or require any other additional information it deems necessary for its approval of any related party transaction.

5. Health and Safety

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees 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 condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated.

6. Honest and Ethical Conduct and Fair Dealing

Employees, officers and directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive or fraudulent. Employees, officers and directors must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing 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 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 valuable 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 regulations. Compliance with all regulations and laws of governing or regulatory agencies should be given priority over the opportunity to profit or gain competitive advantage.

7. Protection and Proper Use of Corporate Assets

Employees, officers and directors should seek to protect the Company's assets. Theft, carelessness and waste have a direct impact on the Company's financial performance. Employees, officers and directors 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. Company equipment should not be used for non- Company business.

The obligation of employees to protect the Company's assets extends to its proprietary information. Proprietary information includes intellectual property such as customer data or information, trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

8. Corporate Opportunities

Employees, officers and directors must not take for themselves personal opportunities that are discovered through their position with the Company or use for themselves property or information of the Company, without the consent of the Board of Directors in each instance.

9. Gifts and Gratuities

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with suppliers and customers. No gift, entertainment or other favors should ever be offered, given, provided or accepted by any Company employee, officer or director, or close relative of an employee, officer or director, or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Gifts include entertainment (beyond customary business functions, meals or social events which involve legitimate business discussion and reasonable costs), merchandise, payments, loans, and services. This policy does not bar acceptance of courtesies of nominal value or invitations to social or sports events which are customary and proper under the circumstances and in keeping with good business ethics so long as no obligation is involved in such acceptance. Please discuss with your supervisor or the Human Resources Manager or the Chief Financial Officer any gifts or proposed gifts that you are not certain are appropriate. Any gifts that are not of nominal value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company believes appropriate in its sole discretion.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors 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.

10. Electronic Media Usage

Caraco provides access to and use of electronic mail, voicemail, the intranet, the Internet, and other electronic media for business purposes. We do this to make it easier for Caraco employees to communicate with each other and with appropriate outside parties – including contractors, suppliers, customers, government agencies and academic institutions.

We must not use Caraco's electronic media for any purposes that violate applicable laws, rules and regulations of Caraco standards, policies or procedures. This included transmission of threatening, obscene or harassing materials.

Incidental personal use of electronic media that does not interfere with Caraco's business or an employee's performance of his or her abilities is acceptable, as long as such use does not include illegal, unethical or otherwise offensive subject matter.

Except as otherwise provided by applicable law, no officer or employee has any right to privacy regarding use of or access to any electronic media provided by or

through Caraco. Caraco may monitor or access officer or employee use of its electronic media at any time in accordance with applicable law.

11. Accuracy of Books and Records and Public Reports

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported by hourly employees. Many employees regularly use business expense accounts, which must be documented and recorded accurately and timely. If you are not sure whether a certain expense is legitimate, ask your supervisor, the Human Resources Manager or the Chief Financial Officer.

Employees, officers and directors must honestly and accurately report all business transactions. Each employee, officer and director is responsible for the accuracy of their records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting principles ("GAAP") and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult the Chief Executive Officer.

12. Provision Relating to Principal Executive, Financial and Accounting Officers

This Code is intended and designed to promote full, fair, accurate, timely and understandable disclosure in the Company's SEC filings and other public communications. The Company's Principal Executive, Financial and Accounting Officers --consisting of the Chief Executive Officer and Chief Financial Officer -- hold an especially important and elevated role in corporate governance. The Principal Executive, Financial and Accounting Officers fulfill this responsibility by prescribing and enforcing the policies and procedures employed in the operation of the Company's financial organization, and by demonstrating the following:

The Principal Executive, Financial and Accounting Officers will exhibit and promote the highest standards of honest and ethical conduct through the establishment and operation of policies that:

- Encourage professional integrity in all aspects of the financial organization, by eliminating inhibitions and barriers to responsible behavior, such as coercion, fear of reprisal, or alienation from the financial organization or the enterprise itself.
- Prohibit and eliminate the occurrence of conflicts between what is in the best interest of the enterprise and what could result in material personal gain for a member of the financial organization, including the Principal Executive, Financial and Accounting Officers.
- Provide a mechanism for members of the finance organization to inform senior management of deviations in practice from policies and procedures governing honest and ethical behavior.

The Principal Executive, Financial and Accounting Officers will establish and manage the enterprise transaction and reporting systems and procedures to ensure that:

- Business transactions are properly authorized and completely and accurately recorded on the Company's books and records in accordance with GAAP and established Company financial policy.
- The retention or proper disposal of Company records are in accordance with applicable legal and regulatory requirements.
- Periodic financial communications and reports are delivered in a manner that facilitates a high degree of clarity of content and meaning so that readers and users can determine their significance and consequence.

The Principal Executive, Financial and Accounting Officers are responsible for full, fair, accurate, timely and understandable disclosure and documents filed with/submitted to the Securities and Exchange Commission by the Company and in other public communications made by the Company. Toward this responsibility, they shall establish such policies and procedures, provide oversight and retain outside experts as needed.

The Principal Executive, Financial and Accounting Officers will promptly report to the Audit Committee any violation of the Code, or any situation that may involve, or present the appearance of a conflict of interest, whether it concerns such Principal Executive, Financial and Accounting Officer or any other Principal Executive, Financial and Accounting Officer.

13. Concerns Regarding Accounting or Auditing Matters

Employees, officers and directors with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may report such concerns directly, confidentially and, if you desire, anonymously to any member of the Audit Committee of the Board of Directors.

The Audit Committee of the Board of Directors will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

The Company will not discipline, discriminate against or retaliate against any employee, officer or director who reports a complaint or concern (unless the employee is found to have knowingly and willfully made a false report) or otherwise assists in a proceeding related to such a complaint or concern.

14. Cooperating with Government Authorities

° It is the policy of the Company to cooperate fully with any governmental investigation or inquiry. Accordingly, if you reasonably believe that a government investigation or inquiry is in progress, you should communicate that information immediately to the Chief Executive Officer.

You should never:

- ° Destroy or alter any Company documents in anticipation of a request for those documents from any government agency or judicial authority.
- ° Make any false or misleading statements to any governmental investigator during an investigation.
- ° Attempt to cause any other Company employee or any other person to fail to provide information to a government investigator, or to provide false or misleading information.

15. Accountability for Adherence to the Code

Each of us is responsible for our decision-making and for adherence to this Code.

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

We are all expected to cooperate in the investigation of an alleged violation of the Code.

If Caraco determines that corrective action is necessary to fix a problem and avoid the likelihood of its recurrence, Caraco 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 Caraco standard, policy or procedure, for:
 - Authorization of or participation in violations
 - Failure to report a violation or potential violation
 - Refusal to cooperate in the investigation of an alleged violation
 - Failure by a violator's supervisor(s) to detect and report a violation, if such failure reflects inadequate supervision or lack of oversight
 - Retaliation against an individual for good faith reporting of a violation or potential violation

Disciplinary action may, when appropriate, include dismissal and/or forfeiture of any applicable termination benefits. In addition, you shall be liable to indemnify the company for any loss incurred by the Company on account of your engaging in any of the actions or inactions set forth above.

- Certification. All employees, officers and directors must certify, in writing or electronically, that they have received, read, understood and shall abide by this Code.

16. Waivers of this Code of Business Conduct and Ethics

While 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 employee or officer, other than a director or an executive officer, who believes that an exception to any of these policies is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that an exception is appropriate, the supervisor will confer with the Human Resources Manager or the Chief Financial Officer of the Company for final resolution and documentation.

Any executive officer or director who seeks an exception to any of these policies must contact the Chief Executive Officer. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors of the Company and will

be publicly disclosed; as and to the extent required by applicable laws, and governmental or stock exchange rules and regulations, of waivers of this Code.

17. Dissemination, Annual Review and Amendment

This Code shall be distributed to each new employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company and shall also be distributed annually to each employee, officer and director of the Company, and each employee, officer and director shall certify that he or she has received, read and understood the Code and has complied with its terms.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The Company will make public disclosure as and to the extent required by applicable laws, rules and regulations, of amendments of this Code

This document is not an employment contract between the Company and any of its employees, officers or directors and does not alter Caraco's employment at will policy.

Certification

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

1. I have received and carefully read the Code of Business Conduct and Ethics of Caraco Pharmaceutical Laboratories, Ltd.
2. I understand the Company's Code of Business Conduct and Ethics.
3. I have complied and will continue to comply with the terms of the Code of Business Conduct and Ethics and have or will report any known violations of the Code according to the procedures outlined in the Code.

Date: _____

(Signature)