

**CERTIFIED COPY OF RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
RANBAXY USA, INC.  
(the "Corporation")  
Adopted March 1, 2013**

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I, the undersigned Secretary of the Corporation and custodian of the minute book and other records of the Board of Directors of the Corporation, do hereby certify that in a meeting of the Board of Directors of the Corporation, duly called and held on March 1, 2013, the following resolutions were duly adopted by the Directors of the Corporation and that the same are in full force and effect:

**WHEREAS**, the U.S. Attorney's Office of Maryland and the Department of Justice's Office of Consumer Protection has investigated the Corporation's methods used in, and the controls used for drug manufacturing, processing, packing, and holding and the Corporation's reporting practices thereto ("Investigation");

**WHEREAS**, a Relator has filed a complaint alleging civil False Claims Act violations by the Corporation ("Civil Case"), which allegations the Corporation denies except as admitted in the resolution of the Investigation;

**WHEREAS**, the Board has consulted with legal counsel in connection with the Investigation and the Civil Case;

**WHEREAS**, the Corporation's legal counsel has been negotiating a resolution of the Investigation and the Civil Case;

**WHEREAS**, the Corporation's legal counsel has reported to the Board the terms and conditions of proposed resolutions of the Investigation and Civil Case, and the Board has had sufficient opportunity to consult with the Corporation's legal counsel regarding same;

**WHEREAS**, the Board has reviewed the Criminal Information, Plea Agreement and attached Statement of Facts concerning the Corporation related to the Investigation (attached), and has deliberated and discussed the matters therein;

**WHEREAS**, the Board has reviewed and been advised of the contents of the proposed Federal Settlement Agreement and State Settlement Agreements (collectively, the "Settlement Agreements") related to the Civil Case (attached), and has deliberated and discussed the matters therein; and

**WHEREAS**, the Board acknowledges that the Plea Agreement and Settlement Agreements fully set forth the Corporation's agreements with the United States and the States and that no additional promises or representations have been made to the Corporation by any officials of the United States or the States in connection with the disposition of the Investigation and the Civil Case, other than those set forth in these documents.

**NOW, THEREFORE**, in consideration of the promises and such other facts and circumstances as determined relevant or otherwise appropriate to consider in acting on the matter, be it:

**RESOLVED**, that the Corporation does hereby authorize, approve, adopt and ratify the Settlement Agreements, and hereby directs the Corporate Secretary to execute the Settlement Agreements, with such additional modifications as counsel may recommend;

**IT IS FURTHER RESOLVED**, that the Corporation authorize, approve, adopt and ratify the Plea Agreement and Statement of Facts, and hereby authorizes the Corporation to plead guilty to the charges specified in the Criminal Information;

**IT IS FURTHER RESOLVED**, that the Corporation authorizes Corporate Secretary or a member of the Board of Directors of Ranbaxy USA, Inc., or other appropriate officer or personnel, to appear in U. S. District Court for the District of Maryland to enter the plea set forth in the Plea Agreement on behalf of the Corporation;

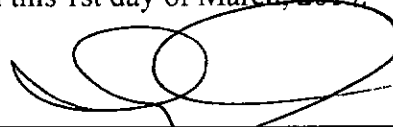
**IT IS FURTHER RESOLVED**, that Officers of the Corporation or their duly authorized representatives or attorneys, are hereby authorized and directed to take all actions and deliver any agreements, certificates and documents and instruments with respect to or contemplated by the matters set forth above, including, without limitation, the signature of relevant documents, the payment of all amounts, fees, costs and other expenses, necessary or appropriate to effectuate the purpose and intent of the foregoing resolutions and to effectuate and implement the resolutions contemplated hereby; and

**IT IS FURTHER RESOLVED**, that any actions taken by the Officers of the Corporation, or their duly authorized representatives or attorneys; prior to the adoption of this resolution, that are within the authority conferred hereby, are fully ratified, confirmed and approved as the acts and deeds of the Corporation.

MOVED, SECONDED AND APPROVED BY UNANIMOUS VOTE OF THE BOARD OF DIRECTORS of Ranbaxy USA, Inc., this 1st day of March, 2013.

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Given under my hand and the seal of the Corporation this 1st day of March, 2013.



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Irving Kagan  
Corporate Secretary  
Ranbaxy USA, Inc.  
(SEAL)