



Radico Khaitan Limited

CODE OF CONDUCT FOR EMPLOYEES OF COMPANY

THE CODE OF CONDUCT FOR EMPLOYEES

- This Code of Conduct will provide employees of Radico Khaitan Ltd. (the Company) general guidance on the standards of conduct expected of the employee including guidelines on conflict of interests.
- Within the Company there are other policies/procedures, which complement or support this Code. Employees will Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances.
- Ensure to enhance and maintain the reputation of the Company.
- Strive to contribute toward the growth, stability and service that the Company seeks to provide to its consumers, members, stakeholders and society in general. Conduct themselves in a professional, courteous, and respectful manner at all times.

COMPLIANCE WITH LAWS

1. The Company's employees shall comply with all the applicable provisions of laws and regulations of the countries in which the company operates. Company's employees shall contact Company's legal counsel in case they have questions regarding applicable laws.
2. No employee shall commit or condone an illegal act or instruct another employee, etc. to do so including but not limited to Bribery as defined under The Prevention of Corruption Act, 1988 as amended vide the Prevention of Corruption (Amendment) Act, 2018, Money Laundering as defined under Anti Money Laundering Act, 2002 or such other acts as promulgated or incorporated by the Indian Law making authorities from time to time.
3. Employees are expected to be sufficiently familiar with any legislation that applies to their work, to recognize potential liabilities and to know when to seek legal advice.
4. No employee staff shall create or condone the creation of a false record and shall not destroy or condone the destruction of a record, except in accordance with the guidelines laid down in this regard or permitted under any law of the land for the time being in force.
5. No Employee shall ignore or disobey or non-comply the policies as approved by the Board from time to time or pressurize the employees underneath to ignore, disobey or non-comply the policies of Good Governance as approved by the Board and available on the website of company www.radicokhaitan.com.

CONFLICT OF INTEREST

- A. An employee has an actual conflict of interest when he is performing a duty or function of the position and in the performance of that duty or function has the opportunity to further his or her private interests.
- B. There is an apparent conflict of interest when a reasonably well-informed person could perceive that a employee's ability to perform a duty or function of the position was or will be affected by the employee's private interest.
- C. The Company depends upon the integrity of all the employees who have knowledge of a decision or activity of the Company that involves or might involve a conflict of interest.
- D. Employees will perform their duties conscientiously.
- E. Every Employee must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with the employee's judgment in making decisions in the Company's best interests.
- F. Every Employee shall disclose all the circumstances that constitute an actual or apparent conflict of interest. These disclosures shall be made to the Board of Directors.

OUTSIDE BUSINESS INTERESTS

Employees should declare their outside business interests at the time of engagement and are required to limit outside business activities to avoid any conflict of interests or breaches of any of the provisions of this Code. Notwithstanding any outside business activity, Employees are required to act in the best interests of the Company.

CONFIDENTIAL BUSINESS INTEREST

- 1. Employee should at all times maintain the confidentiality of all confidential information and all records of the Company and must not make use of or reveal such information or records except in course of the performance of their duties or unless the documents or information becomes matter of general public knowledge.
- 2. Similarly, Employee should not use the confidential information obtained through their association or employment with the Company to further their private interests or the private interests of their relatives.
- 3. Employee using the Company's computer data base or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission or information through this medium.

INVESTMENT IN COMPANY'S SHARES

Employees are expected to comply with the Insider Trading Regulations of the Company and/or any other regulations/guidelines regarding investment in the Company's shares issued, from time to time, by the Securities and Exchange Board of India (SEBI).

ENTERTAINMENT, GIFTS AND BENEFITS

It is essential to the efficient business practices that all those who do business with the Company as contractors/customers etc. have access to the Company on equal terms.

Employee should not accept entertainment or gifts (gifts or entertainment in this clause includes cash, preferred loans, securities or secret commissions), which grant or appear to grant preferential treatment to a potential or actual contractor/customer of the Company. A business relationship with the Company will be conditional on compliance with this Code and Anti-Corruption and Bribery Policy of the Company.

Similarly, no employee may offer entertainment, gifts of benefits, in order to secure preferential treatment for the Company.

Gifts, entertainment and benefits may only be accepted or offered by a employee in the normal exchanges common to business relationships.

PROFESSIONAL DEVELOPMENT & EQUAL OPPORTUNITY WITH THE COMPANY

The Employee will encourage and support the professional development of the employees of the Company and provide them all necessary assistance and cooperation. The Employee shall ensure that equal opportunities are provided to all employees of the Company and all qualified applicants for employment, without regard to their race, caste, religion, colour, ancestry, marital status, sex, age & nationality and that no discrimination or exploitation is done in this regard.

ENVIRONMENT AND SAFETY

Environmental Protection is a fundamental value of the Company. Employee have a crucial role in ensuring that Company's operations comply with the environmental legislation and standards.

Safety must be everyone's concern. The Company is committed to providing all employees a safe, healthful and harassment free workplace and to ensuring safe and respectful work practices and conditions.

Employees have both a legal and a moral responsibility for the safety and the protection of the environment.

PATENT AND DICOVERIES

Employees are often engaged in various forms of research or problem solving for the Company. The product of their efforts produced within the scope of their employment belongs to the Company, whether the product was concluded while actually at work or not.

Such products include computer programs, technical process, inventions, research methods, reports or articles, and any other form of innovation or development. Employee shall maintain confidentiality of these kinds of knowledge/patents and will not put the same to personal use.

USE OF THE COMPANY'S PROPERTY

Employees must not misappropriate the Company's property for personal use.

Employees are entrusted with the care, management and cost-effective use of the Company's property, including the use of Company's name, and should not make use of these resources for their own personal benefit.

Employees should ensure that all the Company's property assigned to them is maintained in good condition and should be able to account for such property.

Employees may not dispose of the Company's property except in accordance with the guidelines for this purpose.

RESPONSIBILITY

The Company is determined to behave, and to be perceived, as an ethical corporation. Employees must adhere to the standards described in this Code of Conduct.

WHERE TO SEEK CLARIFICATION

Any employee requiring any clarification regarding this Code of Conduct may contact Company Secretary.

VIOLATION OF THE CODE

The company will take appropriate action against any employee whose action found to be violating the code or any other policy of the company. Disciplinary action may include immediate termination from the employment at the Company's sole discretion. In case the company has suffered any losses, it may pursue for the recovery of such losses against the individuals or entities responsible.

PERIODIC REPORTING OF COMPLIANCE

All employees shall affirm the compliance with the code on an annual basis at the end of the financial year.

On behalf of the Board

Sd/-

Company Secretary

Disclaimer:

The Code of Conduct is a statement of certain fundamental principals, ethics, values, policies and procedure that govern the employees of the Company in the conduct of the Company's business. It is not intended to and does not create any rights in any way in clients, suppliers, shareholders and any other person or entity.