

## **CHAMBAL BREWERIES & DISTILLERIES LIMITED**

### Code of Conduct for all directors and senior management personnel

#### **Preamble:**

This Code of Conduct ("the Code") shall be called "The Code of Conduct for Board Members and Senior Management Personnel of Chambal Breweries & Distilleries Limited.

The Code is in alignment with the Company's Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.

#### **Applicability:**

The Code shall be applicable to the following (hereinafter referred to as "Covered Parties") :

(1) All Whole-time Directors

(2) All Non Whole-time Directors and Independent Directors unless specifically exempted from the Code or some of the provisions of the Code

(3) All Senior Management Personnel of the Company and shall include employees of the Company, who are at the level of one rank below the members of the Board of Directors. This will include all employees at the level of Chief Operating Officer and above.

#### **Conduct of business**

The Company will follow the principles of fair competition,

legal compliance and ethical standards. The quality of company's products and the efficiency of its services at the most competitive prices is the greatest tool in conducting the business of the company. Profits do not justify unfair/ unethical practices. All the Directors and members of the senior management team of the company should uphold the highest standards of integrity in all the business relationships.

#### **Conflict of Interest**

A conflict of interests exists where the interests or benefits of one person or entity conflict with the interests or benefits of the other person/entity/company. All the Directors and members of the senior management team of the company should not engage in any business, relationship or activity, which may be in conflict with the interest of the Company. Following are some of the common circumstances that may lead to conflict of interest, actual or potential.

- One should not engage in any activity / employment that interfere with your performance or responsibility to the Company or otherwise in conflict with or prejudicial to the interests of the Company.

- As a general policy one will avoid conducting business with a relative or with a firm / Company in which a relative / related party is associated in a significant role / position.

- Whenever/ wherever the related party transaction is unavoidable one will fully disclose its interest in the transaction to the Board or to the company secretary / CFO of the Company and due records for such transactions will be maintained as per the statutory requirements.

### **Confidentiality**

The Company's confidential information is a valuable asset. Protection of all confidential information will be ensured. Any information concerning the Company's business, its customers, suppliers etc which is not in the public domain and to which the director or senior executive has access or possesses such information, shall be considered confidential and held in confidence, unless authorized to disclose or such disclosure is required as a matter of law. Information either formally or informally, to the press or any other publicity media, unless specially authorized to do so, will not be provided.

### **Intellectual Property**

All the Directors and members of the senior management team of the company have utmost obligation to identify and protect the intellectual properties, trade secrets and confidential information owned by the Company and its clients or associates as it is critical to the success of the company. "Intellectual Property Rights" (IPR) means generally patented or potentially patentable inventions, trademarks, copyrightable subject matters and trade secrets.

### **Prevention Insider Trading**

Insider trading is prohibited by both the Law as well as the company policy. Insider trading generally involves the act of subscribing to or buying or selling of the Company's securities, when in possession of any Unpublished Price Sensitive Information about the company. "Price sensitive information" is such information, which relates directly or indirectly to the company and which if published is likely to materially affect the price of securities of the company. It is important to note that both positive and negative information could be price sensitive. One will not derive benefit or assist others to derive benefit or assist them to derive benefit on its behalf by giving investment advice from the available access to and possession of information about the Company, which is not in public domain and thus constituting insider information.

### **Environment and Health Safety**

We take environmental consciousness a step further as a company. We believe that directors / employees of the Company are environment conscious and contribute to preserving nature as well as safety measures in own respective work areas. Be eco friendly and respect human values in all our activities.

### **Protection of Assets**

Our activities will be directed towards protecting the assets of the company, ensure optimal utilization of assets and to report and record all transactions. It will be ensured that Company's assets are protected from loss, damages, misuse or theft and assets may only be used for business purposes and other purposes specifically approved by management and you must never be used for any personal or illegal purposes.

### **Gifts & donations**

No director / employee of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended or perceived to be intended to obtain business (or uncompetitive) favours or decision for the conduct of the business. Normal gifts of commemorative nature for special events may be accepted and reported to the Board.

**Other Directorships**

The Company feels that serving on the Board of directors of other companies may raise substantial concerns about potential conflict of interest. And therefore all directors shall report / disclose such relationships to the Board on an annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the Company. Hence all the Directors are barred in accepting such position without the concurrence of the Board.

**Compliance**

We shall comply with all applicable laws, rules, and regulations, both in letter and spirit. In order to assist the Company in promoting the lawful and ethical behavior, you have to report any possible violation of law, rules, regulations or the code of conduct to the Company Secretary.

**Work Environment Free Of Harassment and Discrimination:**

CB&DL is committed to ensuring that the Covered Parties are treated with fairness and dignity. Accordingly, Covered Parties shall refrain from indulging in any discriminatory practice based on race, color, sex, age, religion, ethnic or national origin, disability or any other unlawful basis

**Acknowledgement**

Once in every year or upon revision of this code, every director / member of senior management team must acknowledge the compliance with such code of conduct.