

CODE OF CONDUCT

I. Introduction

This Code of Conduct ("Code") has been adopted by the Board of Directors in their meeting held on 29th July 2005 and further amended / modified on 5th August 2013 to maintain the standard of business conduct for Radico Khaitan Limited ("the Company") and to ensure compliance with the requirement of Clause 49 of the Listing Agreement entered into with Stock Exchanges.

The Code is applicable to the following persons, referred to as "Officers".

- All Directors of the Company
- Senior Executives one level below the Executive Directors, Presidents, Vice Presidents and all functional heads.

This Code governs the conduct of the Officers. Each such person should become familiar with its provisions.

The Board appoints the Company Secretary as compliance officer for the purpose of this code.

The Board of Directors reserves the right to amend, alter or enlarge this Code at any time.

The Officers should conduct their activities in line with the following policies laid down by the Code and adhere and seek compliance thereto:

II. Principles and conduct

1. Honest and Ethical conduct

The Officers shall deal on behalf of the company with professionalism, honesty and integrity.

2. Compliance with law

The Officers shall, in their business conduct, ensure compliance with all applicable laws, rules and regulations, in all the territories in which the Company operates and adhere to the reporting system thereunder.

3. Loyalty in employment

In consideration of employment with the Company, Executives have to devote their full attention to the business interests of the Company. Executives are prohibited from engaging in any activity that interferes with their performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.

4. Other Directorships

The Company feels that serving on the Boards of other direct competitor companies may raise substantial concerns about potential conflict or interest. All Officers must report / disclose their relationship with other companies to the Board and as and when there is a change therein.

5. Conflict of interest

The Officers shall not engage in any business, relationship or activity, which may detrimentally conflict with the interest of company. The Directors disclosure of interest under section 299 of the Companies Act shall be treated as sufficient compliance under this clause.

6. Insider Trading

The Officers shall have to comply with the Code of Conduct for Prevention of Insider Trading adopted by the Company.

7. Equal opportunities within the Company

The Officers 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.

8. Health, safety and environment

The Officers shall strive to provide a safe and healthy working environment, both within the organisation and as part of the society and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory the Company operates in.

9. Use of the RADICO brand

The Officers shall manage the use of the "RADICO" trademark and brand in the manner authorised and in the best interest of the Company.

10. Protection of Assets

The assets of the company should be employed for the purpose of conducting the business for which they are duly authorised and they should not be misused.

11. Confidentiality

The Officers shall maintain confidentiality of information entrusted to them by the Company or any other information about the Company that comes to them except when disclosure is duly authorised or required by any law or regulation.

12. Reporting concerns

The Officers shall promptly report to the management any actual or possible violation of this Code, or an event he or she becomes aware of that could affect the business or reputation of his/her or any Radico Khaitan Limited.

III. Violation of the Code

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

IV. Periodic Reporting of compliance

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

Disclaimer

The Code of Conduct is a statement of certain fundamental principals, ethics, values, policies and procedure that govern the Officers 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.

True copy

Sd/-

**Amit Manchanda
Group Head – Legal &
Company Secretary**