

# Code of Ethics

## 1. INTRODUCTION

This Code of Ethics for Board of Directors and Senior Executives - AVPs and above (the "Code") of Globus Spirits Limited ("the Company") helps in maintaining and following the standards of business conduct of the Company. The purpose of the Code is to deter wrongdoing and promote ethical conduct in the Company. The matters covered in this Code are of utmost importance to the Company, its stakeholders and business partners. Further, these are essential so that we can conduct our business in accordance with our stated values. Ethical business conduct is critical to a business. Accordingly, Senior Executives of the Company are expected to read and understand this Code, uphold these standards in day to day activities, and comply with all applicable laws; rules and regulations and all applicable policies and procedures adopted by the Company that govern the conduct of its employees. For any further clarifications they may contact Head of HR/Compliance Officer of the Company.

The Board of Directors will approve this code and it would be applicable to each Director as soon as it is approved by the Board. However, in case of AVP and above executives of Globus, they should sign the acknowledgment form at the end of this Code and return the form to the HR department indicating that they have received, read and understood, and agreed to comply with the Code. The signed acknowledgment form will be filed in each Officer's personnel files.

## 2. HONEST AND ETHICAL CONDUCT

All Directors and Senior Executives are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at Company sponsored business and social events, or at any other place where Directors and Senior Executives represent the Company.

Honest conduct is understood as such conduct that is ethical, free from fraud or deception and conforming to the accepted professional standards. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

## 3. CONFLICTS OF INTEREST

An Officer's duty to the Company demands that he or she avoids and discloses actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company. Examples include:

- **Employment / Outside employment.**  
In consideration of employment with the Company, Directors and Senior Executives are expected to devote their full attention to the business interests of the Company. Directors and Senior Executives are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company, or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit Directors and Senior Executives from accepting simultaneous employment with suppliers, customers, or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position. Additionally, Directors and Senior

Executives must disclose to the Company's Managing Director/ Audit Committee, any interest that they have that may conflict with the business of the Company.

- **Outside directorships and employment.**

It is a conflict of interest to serve as a Director / employee in any other organization which is doing the similar business in which our Company is engaged. Therefore, no Sr. Employee / Director of the Company can serve in any other organization as Employee/ Director of that organization which is doing the similar business in which our Company is engaged. However, any Employee / Director of the Company may with the prior written approval of the Managing Director / Board of Directors of the Company accept position of non-wholetime directors in any other organization which is doing the similar business in which our Company is engaged.

- **Related parties.**

As a general rule, Directors and Senior Executives should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. The Company discourages the employment of relatives of Senior Executives in positions or assignments within the same department. Further, the Company prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor / subordinate relationship).

- **Payments or gifts from others.**

Under no circumstances may Directors and Senior Executives accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Before accepting anything which may not qualify as inexpensive or token gift from an employee of any entity, the Head of the HR department or the secretarial department may be contacted. Questions regarding whether a particular payment or gift violates this policy are to be directed to HR department. Gifts given by the Company to suppliers or customers, or received from suppliers or customers, should be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety.

- **Corporate opportunities.**

Directors and Senior Executives may not exploit for their own personal gain the opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company.

- **Other situations.**

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, Directors and Senior Executives must consult the Managing Director/Head of HR.

#### **4. CONNECTION WITH PRESS/TV/RADIO**

The Managing Director of the Company or any other executive authorized by the Managing Director is the only 'Spokesman' who would interact with the media/ radio/ press. No other officer will make any statement in press/ media. No officer of the Company can criticize the Company in any article/ in radio/ TV broadcast etc.

#### **5. DISCLOSURE**

Our policy is to provide full, fair, accurate, timely, and understandable disclosure in reports and documents that are filed with, or submitted to any outside agency and in our other public communications. Accordingly, the Directors and Senior Executives must ensure that they and others in the Company comply with company's disclosure controls and procedures, and our internal controls for financial reporting.

## **6. COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS/INTERNAL COMPANY POLICIES**

Senior Executives must comply with all applicable governmental laws, rules and regulations. Senior Executives must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice. Directors and Senior Executives must comply with the company's internal policies. HR Department will arrange training for those employees who are discharging the functions relating to compliance with the rules/ laws/ technical know and research & Development activities for their respective departments.

## **7. VIOLATIONS OF THE CODE**

Part of an Officer's job and of his or her ethical responsibility is to help enforce this Code. Directors and Senior Executives should be alert to possible violations and report this to the Head of HR/Secretarial Department/Managing Director. Directors and Senior Executives must cooperate in any internal or external investigations of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. Actual violations of law, this Code, or Company's other policies or procedures, should be promptly reported to the Head of the HR/Secretarial Department/Managing Director.

The Company will take appropriate action against any Director or Senior Executive whose actions are found to violate the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard. Where laws have been violated, the Company will cooperate fully with the appropriate authorities and regulators.

## **8. WAIVERS AND AMENDMENTS OF THE CODE**

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment/ inclusion or waiver of any provision of this Code must be approved by the Company's Board of Directors / Committee of Directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.