

WINSOME BREWERIES LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

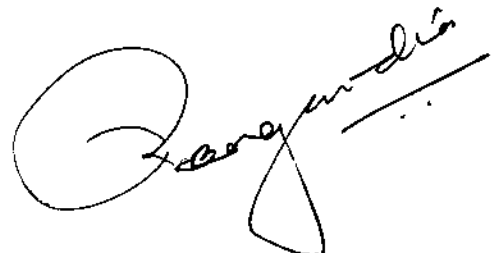
A. INTRODUCTION

A Code of Conduct applicable to members of the Board and Senior Management Personnel of Winsome Breweries Limited is prepared in accordance with the requirements of Clause 49 of Listing Agreement applicable with effect from 1st October 2014.

B. DEFINITIONS

For the purpose of this Code,

- (a) **"Board"** means Board of Directors of the Company.
- (b) **"Board Member"** means every director of the Company as may be appointed from time to time.
- (c) **"Code of Conduct"** means this Code of Conduct for members of the Board and Senior Management Personnel including modifications made thereto from time to time.
- (d) **"Company"** means Winsome Breweries Limited.
- (e) **"Senior Management Personnel"** mean personnel of the Company who are members of its core management team excluding Board of Directors and will comprise all members of management one level below the executive directors, including all functional heads.
- (f) **"Relative"** shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013.



C. APPLICABILITY

This Code shall be applicable to the following persons:

- (a) All whole-time Directors including Chairman of the Company
- (b) All part-time Directors
- (c) All personnel of the Company who are members of its core management team and will comprise of all members of management one level below the executive directors, including all functional heads.

D. PRUDENT CONDUCT AND BEHAVIOR

Each Board Member and Senior Management Personnel should seek to use due care in the performance of his/her duties, be loyal to the Company, act in good faith and in a manner such Board Member or Senior Management Personnel reasonably believe to be not opposed to the best interests of the Company. A Board Member should seek also to:-

- (a) make reasonable efforts to attend Board and Committee meetings;
- (b) dedicate time and attention to the Company;
- (c) seek to comply with all applicable laws, regulations, confidentiality obligations and corporate policies of the Company;
- (d) act in the best interest of and fulfill their fiduciary obligations to company's share holders;
- (e) use due care and diligence in performing their duties of office and in exercising their powers attached to that office.

E. BUSINESS OPPORTUNITIES

In carrying out their duties and responsibilities, Board Member and Senior Management Personnel should avoid:

- (a) appropriating corporate business opportunities for themselves that are discovered through the use of Company property or information or their position as Board Member;
- (b) using Company property or information or their position as Board Member or Senior Management Personnel for personal gain; and
- (c) competing with the Company.

A corporate business opportunity is an opportunity (1) which is in the Company's line of business or proposed expansion or diversification (2) which the Company is financially able to undertake and (3) which may be of interest to the Company. A Board Member or Senior Management Personnel who learn of such a corporate business opportunity and who wish to avail of, it should disclose such opportunity to the Company's Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in such opportunity, then, and only then, may the Board Member or Senior Management Personnel avail of it, provided that the Board Member or Management Personnel have not wrongfully utilized the Company's resources in order to acquire such opportunity.

F. CONFLICT OF INTEREST

Directors must promptly disclose to the Company potential conflicts of interest regarding any matters concerning the Company. A "conflict of interest" can occur when:

- (a) A director's personal interest is adverse to or may appear to be adverse to the interests of the Company as a whole.
- (b) A director or his/her relative receives improper personal benefits as a result of his/her position as a director of the Company.

Explanation: The expression Relatives in this Code means Dependant - parents, brothers, sisters, spouse, children, daughters-in-law and sons-in-law, to more or less fall in line with the definition of this term in Accounting Standard 18 prescribed by the Institute of Chartered Accountants of India.

As illustrations only and being not exhaustive, some of the usual instances of conflicts of interest which directors should avoid, are listed below:

(i) Relationship of Company with Third Parties

Directors shall not receive a personal benefit from a person or an entity, which is seeking to do business or to retain business with the Company. They shall not participate in any decision making process involving another entity in which they have direct or indirect interest.

(ii) Compensation from Non- Company sources

Directors shall not accept compensation (in any form) for services performed for the Company from any source other than the Company.

(iii) Gifts

Directors shall not offer, give or receive gifts from persons or entities dealing with the Company, where any such gift is perceived as intended directly or indirectly, to influence any business decision. Gifts given to suppliers or customers or received from suppliers or customers should be appropriate to

the circumstances and should not be of a kind that can create an appearance of impropriety. It is particularly clarified that gifts given or received on festive occasions consistent with the accepted business practices and which cannot be reasonably construed as payment or consideration for influencing or rewarding a particular decision or action, should not violate this Code.

Each Board Member or Senior Management Personnel should endeavor to avoid having his or her private interests interfere with (i) the interests of the Company or (ii) his or her ability to perform his or her duties and responsibilities objectively and effectively. Board Members and Senior Management Personnel should avoid receiving or permitting members of their immediate family to receive, improper personal benefits from the Company including loans from or guarantees of obligations by the Company. A Board Member should make a full disclosure to the entire Board of any transaction or relationship that such a Board Member reasonably expects could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions or relationships.

G. COMPANY PROPERTY

In carrying out their duties and responsibilities, Board Member and/or Senior Management Personnel should endeavor to ensure that management is causing the Company's assets, proprietary information and resources to be used by the Company and its employees only for legitimate business purposes of the Company.

H. CONFIDENTIAL INFORMATION

Board Member and/or Senior Management Personnel should maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities except where disclosure is approved by the Company or legally mandated or if such information is in the public domain.

The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Board Member and/or Senior Management Personnel other than the Company. These obligations apply not only during a Board Member's term, but thereafter as well.

I. FAIR DEALING

In carrying out their duties and responsibilities, Board Member and Senior Management Personnel should endeavor to deal fairly and should promote fair dealing by the Company, its employees and agents, with customers, suppliers and employees.

Board Member and Senior Management Personnel should not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

J. COMPLIANCE WITH LAWS AND REGULATIONS

In carrying out their duties and responsibilities, Board Member and Senior Management Personnel should comply and endeavor to ensure that the management is causing the Company to comply with applicable laws, rules and regulations. In addition, if any Board Member and/or Senior Management Personnel becomes aware of any information that he or she believes constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another Board Member, then such Board Member and/or Senior Management Personnel should bring such information to the attention of Managing Director of the Company.

K. INSIDER TRADING

The company has adopted a Code of Conduct for Prevention of Insider Trading which all Board Member and Senior Management Personnel should observe with respect to the purchase and sale of the Company's securities.

Board Member and Senior Management Personnel should direct questions regarding the application or interpretation of these guidelines to the Compliance Officer.

L. ENCOURAGING THE REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR

Board Member and Senior Management Personnel should endeavor to ensure that management is causing the Company to promote ethical behavior and to encourage employees to report evidence of illegal or unethical behavior to the Managing Director of the Company. Board Member and Senior Management Personnel should endeavor to ensure that the Company will not allow retaliation against any employee who makes a good faith report about a possible violation of the Company's Code of Conduct for Members of the Board and Senior Management Personnel.

M. NON COMPLIANCE OF THE CODE

Suspected violations of this Code may be reported to Managing Director of the Company or the Chairman of the Management Committee. All reported violations should be appropriately investigated.

A Board member or Senior Management Personnel charged with a violation of this Code should not participate in a vote of a Committee or the Board concerning his/her alleged violation, but may be present at a meeting of the Board or of a Committee convened for that purpose.

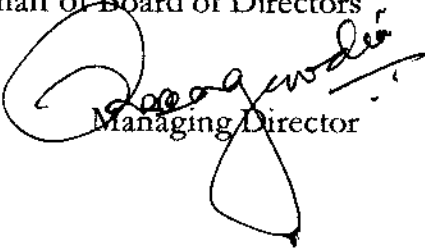
Any waiver of this Code must be approved by Managing Director of the Company and publicly disclosed if required by any applicable law or regulation.

N. DISCLOSURE

This Code of Conducts for Board Member and Senior Management Personnel sets forth guidelines for conduct for the Board Members and Senior Management Personnel.

The Board Member and the Senior Management Personnel shall affirm the compliance with the Code on annual basis. Board Member and Senior Management Personnel will annually sign a confirmation that they have read and complied with this Code. The Annual Report of the Company shall carry a declaration to this effect signed by the Managing Director of the Company.

For and on behalf of Board of Directors


Managing Director