



RADICO KHAITAN LIMITED

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING (Effective from 15th May 2015)

INTRODUCTION

Radico Khaitan Limited (the “**Company**”) on an ongoing basis endeavors to apply best practices in relation to corporate governance requirements. As a part of its efforts, the Company undertakes to regulate, preserve and manage unpublished price sensitive information and its abuse.

As per SEBI (Prohibition of Insider Trading) Regulations, 1992, the Company has formulated Code of Conduct for Prevention of Insider Trading. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws, regulations and Code of Conducts. SEBI has further enacted SEBI (Prohibition of Insider Trading) Regulations, 2015 which replaces the SEBI (Prohibition of Insider Trading) Regulations, 1992. The 2015 Regulations revises the framework for prohibition on insider trading in securities. The 2015 Regulations shall come into force on May 15, 2015. The Regulations prescribes all listed companies to formulate and publish internal code of conduct to comply with the mandates under the Regulations which are at variance from the code of conduct prescribed under the 1992 Regulations.

Every director, officer, employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of their employment. In furtherance to mandates under SEBI (Prohibition of Insider Trading) Regulations, 2015 and applicable provisions of the Companies Act, 2013 the Company hereby notifies this code of conduct (“**Code of Conduct**”). It is framed to achieve the above mentioned objectives and is to be followed by all Directors, Designated Employees and connected persons.

This Code of Conduct shall replace the existing Code i.e. Code of Conduct for Prevention of Insider Trading which was adopted by the company under SEBI (Prohibition of Insider Trading) Regulations, 1992.

1. Definitions

In this Code, unless the context otherwise requires:

- (i) “**SEBI Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992) as amended from time to time.
- (ii) “**Board**” means the Securities and Exchange Board of India.
- (iii) “**Board of Directors**” means the Board of Directors of the Company.

- (iv) **“Company”** means RADICO KHAITAN LIMITED.
- (v) **“Compliance Officer”** means **Group Head Legal & Company Secretary** of the Company for the purpose of administration of the insider trading policy.
- (vi) **“Connected Person”** includes –
- i. A director of the Company;
 - ii. A Key Managerial Personnel of the Company;
 - iii. An Officer of the Company;
 - iv. any person who is or has during the six months prior to the concerned act been associated with company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI –

- a. An Immediate Relative of Connected Persons;
 - b. A holding company or associate company or subsidiary company;
 - c. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;
 - d. An investment company, trustee company, asset management company or an employee or director thereof;
 - e. An official of a stock exchange or of clearing house or corporation;
 - f. A member of board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof;
 - g. A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;
 - h. An official or an employee of a self-regulatory organization recognised or authorized by the SEBI;
 - i. a banker of the Company;
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than ten percent of the holding or interest
- (vii) **“Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of RADICO KHAITAN LIMITED by any person either as principal or agent.
- (viii) **“Designated Employees”** means a person occupying any of the following position in the Company:

- (a) All Directors
 - (b) All Executive Directors
 - (c) All Key Managerial Persons
 - (c) All employees in the rank of General Managers and above.
 - (d) Any other key person, who in the opinion of Compliance Officer be covered in the “designated employee”.
- (ix) **“Immediate Relative”** shall mean spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- (x) **“Insider”** An insider means any person who is:
- (i) a Connected Person or
 - (ii) in possession of or having access to UPSI
- (xi) **“Officer of the Company”** Officer means any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act and also including the Auditors of the Company.
- (xii) **“Promoter”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- (xiii) **“Regulations”** means (Prohibition of Insider Trading) Regulations, 2015 as notified by Securities and Exchange Board of India.
- (xiv) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund.
- (xv) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities and “trade” shall be construed accordingly.
- (xvi) **“Trading Window”** means trading period for trading in the Company’s Securities. All days shall be the trading periods except when trading window is closed.
- (xvii) **“Unpublished Price Sensitive Information” (UPSI)** means any information, which relates directly or indirectly, to the Company or its securities, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company. “Generally available” information means information that is accessible to the public on a non discriminatory basis.
- (i) **UPSI includes, without limitation, information relating to the following:** Financial results, financial condition, projections or forecasts of the Company;
 - (ii) Dividends (both interim and final);
 - (iii) Change in capital structure;

- (iv) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - (v) Changes in the Board of Directors or Key Managerial Personnel;
- and
- (vi) Material events in accordance with the listing agreement.

(xvii) “Working Day” means working day when the regular trading is permitted on concerned stock exchange where securities of the company are listed.

All terms used in their code but not defined hereinabove shall have the meaning ascribed to them under the Regulation.

2. Role of Compliance Officer

- 2.1 The Company has appointed Mr. Amit Manchanda, the Group Head Legal & Company Secretary of the Company as the Compliance Officer for the purposes of compliance under this Code of Conduct.
- 2.2 The Compliance Officer shall report to the Board of the Company and in particular, shall provide quarterly reports to Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors in relation to the mandates of the Regulations and Code of Conduct.
- 2.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and the Code of Conduct.
- 2.4 The Compliance Officer shall monitor, review and approve all Trading Plans.
- 2.5 The Compliance Officer shall, based on his discretion and occurrence of specific events detailed in this Code of Conduct, regulate and monitor the Trading Window of the securities of the Company.
- 2.6 The Compliance Officer may inquire any employee in relation to Trading of securities and handling of unpublished price sensitive information of the Company.
- 2.7 The Compliance Officer may require any other persons (law firms, consultants, investment bankers, vendors, customers, bankers etc.) to disclose shareholding and trading in securities of the Company.
- 2.8 The Compliance Officer shall assist the Company in formulation of Chinese walls and Crossing the Wall policy in order to regulate the abuse of unpublished price sensitive information.
- 2.9 The Compliance Officer shall confidentially maintain a list of such securities as a restricted list which shall be used as their basis for approving or rejecting application for pre- clearance of trades.
- 2.10 The Compliance Officer will maintain a record (either manual or in electronic form) of the Designated Persons and their immediate relatives and changes thereto from time to time, in consultation with Managing Director of the Company.

3. **Preservation of Unpublished Price Sensitive Information**

- 3.1 Specified Persons shall maintain the confidentiality of all UPSI coming into their possession or control.

To comply with this confidentiality obligation, the Specified Persons shall not:

- (i) communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities of the Company unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
- (ii) discuss UPSI in public places, or
- (iii) disclose UPSI to any Employee who does not *need to know* the information for discharging his or her duties, or
- (iv) recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI, or
- (v) be seen or perceived to be Trading in Securities of the Company while in possession of UPSI.

3.2 **Need to know:**

The Specified Persons who are privy to UPSI, shall handle the same strictly on a – “*Need to Know*” basis. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

- 3.3 **Limited access to confidential information.** Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use.

4. **Prohibition on Dealing, Communicating or Counselling on Matters Relating to Insider Trading.**

- 4.1 Dealing in the Securities of the Company by the Insider on his/its own behalf or on behalf of any other person when in possession of any unpublished price sensitive information (UPSI) is strictly prohibited.
- 4.2. The Insider shall not communicate, counsel or procure directly or indirectly any UPSI to any person who while in possession of such UPSI shall not deal in Company’s Securities.
- 4.3. The designated employees and officer shall not deal in the securities of the company when trading window is closed as per this code.

4.4 In the case of connected person the onus of establishing , that they were not in possession of unpublished price sensitive information, shall be on such connected person and in other cases, the onus what be on the Board.

5. Trading window

5.1 The company shall specify a trading period, to be called "Trading Window", for trading in the company's securities. The trading window shall be closed during the time the information referred to in para 5.3 is un-published.

5.2 When the trading window is closed, the designated employees shall not trade in the company's securities in such period.

5.3 The Trading Window shall be *inter-alia* closed **Ten Days** before the Board Meeting held for:

- (a) declaration of quarterly and half-yearly financial results and annual financial results;
- (b) declaration of interim fine dividend;
- (c) considering issue of securities by way of public/right/bonus, etc.
- (d) considering any major expansion plans or execution of new projects;
- (e) considering amalgamation, mergers, takeovers and buy-back;
- (f) considering disposal of whole or substantially whole of the undertaking;
- (g) considering any significant changes in policies, plans or operations of the company; and
- (h) for such period and for any such other event as may be deemed fit by the Compliance Officer;

However, if the circumstances so warrant the time for closing the window may be increased or decreased by the Compliance Officer with the approval of Chairman & Managing Director which shall not be earlier than forty-eight hours after the information becomes generally available.

This is only an indicative list for the purpose of understanding. Specific announcements shall be made well in advance by the Compliance officer each time the trading window is closed.

5.4 The trading window shall be **opened 48 hours** after the information referred to in para 5.3 is made public.

5.5 The designated employees of the company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed, as referred to in para 5.3 or during any other period as may be specified by the Company from time to time.

5.6 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

6. Pre-clearance of trades

6.1 The designated employees of the company who intend to deal in the securities if the holding whether in one transaction or a series of transactions in any financial year

exceeds Rs.10 lacs (market value) in securities of the Company should pre-clear the transactions as per the pre-dealing procedure as described hereunder.

6.2 Designated Persons may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per **Annexure 1**, if the limit specified in 6.1 is breached.

6.3 The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.

7. Other restrictions

7.1 The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within **seven trading days** following the date of approval. If the pre-cleared Trade is **not executed within seven trading days** after the approval is given, the Designated Person must secure pre-clearance of the transaction again.

7.2 The Designated Person shall, within **two days** of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per **Annexure 2** In case the transaction is not undertaken, a report to that effect shall be filed in the said form.

7.3 No Director or Key Managerial Personnel shall enter into derivative transactions in respect of the securities of the Company.

8. Opposite transactions in the Securities:

The Designated Persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e. sell or buy, as the case may be, any number of the Securities of the Company.

The Compliance Officer can grant relaxation from strict application of the above restriction after recording the reasons in this regard provided that such relaxation does not violate the Regulations. It may however, be noted that in terms of the Regulations, no such purchase/ sale will be permitted when the Trading Window is closed.

Notwithstanding the above, should the Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

9. Reporting Requirements for transactions in securities

9.1 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the designated employees for a **minimum period of 5 years**.

9.2 The Compliance officer shall place before the Chairman & Managing Director or a committee specified in this behalf, on a monthly basis all the details of the dealing in

the securities by designated employees of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

10. Trading Plan

- 10.1 The Compliance Officer shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Board of Directors for approval and public disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan.
- 10.2 The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.
- 10.3 The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information. Further, the Designated Person shall also not be allowed to Trade in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

11. Penalty for Insider Trading

- 11.1 An Insider who acts in contravention of these Regulations shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- 11.2 Directors, Officers and designated employees of the Company who violate these regulations shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in the Company's stock option plans or termination.
- 11.3 The SEBI or any other appropriate regulatory authority would also be informed of the violation of these Regulations so that appropriate action may be taken.

12. Disclosure requirements

12.1 Initial Disclosure:

- a. Every Promoter, Key Managerial Personnel, director of the Company and each of their Immediate Relatives shall disclose his holding of securities of the Company within **thirty days** of these Regulations taking effect as per **Form A** set out in **Annexure 3**
- b. Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a Promoter shall disclose his / her and Immediate Relatives' holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within **seven days** of

such appointment or becoming a promoter, as per **Form B** set out in **Annexure 4**.

12.2 **Continual Disclosure:**

- a. Every Promoter, employee, director of the Company and each of their Immediate Relatives shall disclose as per **Form C set out in Annexure 5** to the Company the number of such securities acquired or disposed of within **two trading days** of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of **Rs.Ten Lakhs**.
- b. The disclosure shall be made within **two working days of:**
 - I. the receipt of intimation of allotment of shares, or
 - II. the acquisition or sale of shares or voting rights, as the case may be.

12.3. **Disclosure to the Stock Exchange:**

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within **two trading days** of the receipt of the Continual Disclosure or from becoming aware of such information.

- 12.4. **Disclosures by other Connected Persons:** The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per **Form D set out in Annexure 6** at such frequency as he may determine.

13. **Miscellaneous**

- 13.1 The Board of Directors shall be empowered to amend, modify, interpret these Regulations and such Regulations shall be effective from such date that the Board may notify in this behalf.
- 13.2 The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years and (c) a confidential list of any 'restricted securities' to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such 'restricted securities'
- 13.3 The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with these Regulations. In case such persons observe that there has been a violation of these Regulations, then they shall inform the Board of Directors of the Company promptly.
- 13.4 The Company has adopted the INSIDER TRADING POLICY available at www.radicokhaitan.com to regulate the Company's practices and procedures for fair disclosure of UPSI and comply with the SEBI's Regulation for Fair Disclosure.

CODE OF FAIR DISCLOSURE

The Code of Fair Disclosure is a part of this Code of Conduct and the principles under Code of Conduct and Code of Fair Disclosure are to be read harmoniously.

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

- I. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- II. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- III. Mr. Mukesh Agarwal is designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- IV. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

Brief of the practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles above is set out below-

1. The disclosure shall be in a uniform manner and shall not be on a selective basis.
2. Mr. Mukesh Agarwal is designated as Chief Investor Relations Officer (the "CIRO") to deal with dissemination and disclosure of unpublished price sensitive information in a uniform manner.
3. The CIRO shall obtain prior approval of Managing Director or the Board of Directors depending on the sensitivity of information before releasing to the media and the analyst.
4. If any information is accidentally disclosed or selectively disclosed, the person responsible for such disclosure shall promptly intimate the same to CIRO. The CIRO shall make best efforts to make the information generally available.
5. The Company shall disseminate all unpublished price sensitive information to stock exchanges where its securities are listed and thereafter to news agencies so as to make information generally available.
6. The disclosure shall be simultaneously made on the Company's website.
7. The Company shall consider all other modes of disclosure which assures prompt and uniform disclosure.

8. The Company shall always comply with applicable laws in SEBI regulations relation to Takeovers, Insider Trading, and Listing Agreement with the stock Exchanges while disclosure of unpublished price sensitive information.
9. The CIRO will propose necessary changes to this Code of Fair as and when the same are necessitated. The proposal will be considered by the Board of Directors of the Company and, if approved, will take effect immediately following the Board Meeting in which such proposals are approved.

V. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. A brief code of practice to be followed by the Company is as under:

1. The Directors and Employees shall promptly direct any queries or requests for verification of market rumours received from the stock exchanges or press or media or any other source to CIRO.
2. The CIRO shall respond to such request for information on the same day without any delay, if required.
3. It is a general policy that the Company shall not respond to any rumours or speculations.
4. The CIRO in consultation with the Managing Director shall appropriately comment to the rumours that are likely to affect the price of the securities.
5. All request for information, rumours, speculations and their responses, if any, shall be documented by the CIRO.

VI. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

VII. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

1. All Employees and Directors shall provide only public information to analyst and research analysts, media, financial institutions etc.
2. In case any unpublished information is to be disclosed to aforesaid entities, the employee proposing to disclose such information shall do so only after consultation and approval from the CIRO and the Managing Director.
3. All meetings with the analysts, media personnel, and financial institutions should be documented, recorded or minuted.

VIII. Handling of all unpublished price sensitive information on a need-to-know basis. Some of the best practices to be followed in this regard are set out hereunder:

1. Price sensitive information must be handled on a need to know basis.
2. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to any conflict of interest.
3. Any unpublished price sensitive information selectively disclosed to any person must be pursuant to consultation and approval from the Board of the Company. The recipient of such information should be appropriately informed of this Code of Conduct and Code of Fair Disclosure.
4. CIRO and Board shall make sure while dealing with third parties that confidentiality agreements or non-disclosure agreements shall be entered into wherever necessary to keep the information confidential.

IX Process of Public disclosure

1. The Company shall always comply with all applicable laws and Regulations regarding the timely disclosure of unpublished price sensitive information. In order to ascertain whether the information is price sensitive or not the Company shall take guidance from SEBI Regulations, Accounting Standards, Companies Act 2013 including, SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011.
2. Once unpublished price sensitive information is ascertained and determined, the Compliance Officer in consultation with the Board or the Chairman of the Company shall take all actions for full and fair disclosure of such information on a uniform basis.
3. The principle method for publicly disclosing unpublished price sensitive information will be news release. The Company shall use a news service that provides simultaneous distribution to widespread news services, financial media and relevant stock exchanges and regulatory bodies.
4. For disclosure of unpublished price sensitive information, a draft news release shall be formulated by the department or employee handling such unpublished price sensitive information in consultation with CIRO. The CIRO in consultation with the Board shall make sure that the news release is in compliance with all the applicable laws.
5. The CIRO shall validate all the facts in relation to the news release in order to ascertain that the news release clearly and effectively communicates the intended substance and meaning of the information to the public.
6. Post review and approval, the CIRO and the Board or the Chairman of the Company shall determine a time and date of such disclosure to stock exchanges and regulatory bodies.

APPLICATION FOR PRE-TRADING APPROVAL

To,

**The Compliance Officer,
Radico Khaitan Limited.**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe _____ equity shares of the Company as per details given below:

	Name of the applicant	
	Designation	
	Number of securities held as on date	
	Folio No. / DP ID / Client ID No.	
	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
	Proposed date of trading in securities	
	Estimated number of securities proposed to be purchased/subscribed/sold	
	Current market price (as on date of application)	
	Whether the proposed transaction will be through stock exchange or off-market trade	
	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature: _____

Name:

Date

Undertaking to be accompanied with the application for pre-clearance

To,
The Compliance Officer,
Radico Khaitan Limited

I, _____, _____ of the Company residing at _____, am desirous of trading in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.

In the event of this transaction being in violation of the Regulations or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defence, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter.

Signature : _____

Name:

Date :

Annexure 2

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Radico Khaitan Limited.

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)
(strike out whichever is not applicable)

Name holder	of	No. securities traded	of	Bought / sold / subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature : _____

Name:

Date :

Form A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015 [Regulation 7 (1) (a) read with Regulation 6 (2)]**

To,
The Compliance Officer,
Radico Khaitan Limited (ISIN: _____)

Details of Securities held by Promoter, Key Managerial Personnel, Director and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/im mediate relatives/ others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Signature:

Designation:

Date:

Place:

Form B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)]

To,
The Compliance Officer,
Radico Khaitan Limited (ISIN: _____)

Details of Securities held on appointment of Key Managerial Personnel or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/other s etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appoin tment of Director/KMP	% of Shareholding		Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Opti Contracts held at the ti of becom Promoter/appointment of Director/KMP	
				No.		Number of units (contract s* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notion value Rupee terms
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)						

Signature:
Designation:

Date:
Place:

Annexure 5

FORM C

**Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]**

To,
The Compliance Officer,
Radico Khaitan Limited (ISIN: _____)

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2) of the SEBI Regulations.

Name, PAN No., CIN/DIN, & address of Promoter/ Employee/ Director with contact nos.	Category of Person (Promoters / KMP / Director s/ immediate relatives / others etc.)	Securities held prior to acquisition/disposal		Securities acquired/ Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify	Date of intimation to company	Mode of acquisition (market purchase / Public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)		Exchange on which the trade was executed	
		Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction				From	to		Buy
											Value	Number of union (contracts *lot size)	Value	Number of union (contracts *lot size)

Signature:
Designation:
Date:
Place:

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by other connected persons as identified by the company

Name, PAN No., CIN/DIN, & address of connected persons, as identified by the company with contact nos.	Connection with the company	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer/off market/Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed			
		Type of security (For eg. Shares Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy	Sell	value	Number of units (Contracts *lot size)		value	Number of units (Contracts *lot size)	

Name

Signature:

Designation:

Date:

Place: