



**Radico Khaitan Limited**  
**Familiarisation Programme for Independent Directors**

(Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”))

**Preamble:**

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

The details of such familiarisation programmes shall be disclosed on the Company’s website and a web link thereto shall be given in the Annual Report.

**Purpose:**

The Familiarization Programmes are aimed to familiarize the independent directors with the company, their roles responsibilities in the company, nature of industry in which the company operates and business model of the company by imparting suitable training sessions.

**Initial familiarisation module:**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Company conducts an introductory familiarisation program / presentation, when a new Independent Director comes on the Board of the Company.

At the outset, all the independent directors are provided an overview of;

- Criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- Directors Responsibility Statement forming part of Boards’ Report; and Vigil Mechanism including policy formulation, disclosures, code for Independent
- Directors, Fraud response plan, obtaining Audit Committee approval, wherever required;
- Risk Management Systems & framework;
- Board Evaluation Process and Procedures;

The Directors also explained in detail the compliances required from him under the Companies Act, Listing regulations and other relevant regulations and his affirmation taken with respect to the same.

With a view to familiarize him with the Company’s operations, the Director is also given detailed presentations. The Chairman and Managing Director also has a personal discussion with the newly appointed Director.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfil his role as a Director of the Company.

### **Continual familiarisation modules:**

The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis. The familiarisation module shall be designed by the Company on the following lines:

<b>Functional Area</b>	<b>Responsibility</b>
Overview of Strategy and business model of the Company	CFO
Financial Performance, Budgeting and Planning	Functional heads to organization.
Overview of performance of various businesses	
Statutory reporting including Internal Audit Reports, SEBI Audit Reports and compliance related certifications	

### **Disclosure of the Policy :**

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

### **Details of Familiarisation programme for Independent Directors:**

The familiarisation programme for Independent Directors has been put up on the website of the Company at [www.radicokhaitan.com](http://www.radicokhaitan.com). Under the said programme for Initial and continual familiarisation modules, the following modules were conducted in 2015-16.

<b>Programme</b>	<b>Date</b>	<b>Duration</b>	<b>Presented By</b>	<b>Attended by*</b>
<b>Discussion on the Directors' Roles and Responsibilities under the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement.</b>	22.05.2015	30 minutes	Company Secretary	1. Dr. Raghupati Singhania 2. Mr. Karna Singh Mehta 3. Mr. Ashutosh Patra 4. Mr. Sarvesh Srivastava
<b>Discussions on the Corporate Social Responsibility.</b>	22.05.2015	15 minutes	Company Secretary	1. Dr. Raghupati Singhania 2. Mr. Karna Singh Mehta 3. Mr. Ashutosh Patra 4. Mr. Sarvesh Srivastava
<b>Presentation on Budget, Internal Controls &amp; Future heads</b>	22.05.2015	45 minutes	C.F.O	1. Dr. Raghupati Singhania 2. Mr. Karna Singh Mehta 3. Mr. Ashutosh Patra 4. Mr. Sarvesh Srivastava
<b>Presentation on Business dynamics, State wise changes &amp; Its impact.</b>	10.08.2015	30 Minutes	M.D	1. Mr. Karna Singh Mehta 2. Mr. Ashutosh Patra 3. Mr. Sarvesh Srivastava
<b>Introduction of the Policy for reservation Of documents. Determination of Materiality for disclosure of events or Information. Adoption and discussion on the New Listing Agreement.</b>	09.11.2015	45 Minutes	Company Secretary	1. Dr. Raghupati Singhania 2. Mr. Ashutosh Patra 3. Mr. Sarvesh Srivastava

<b>Discussion Regarding Financial aspects of the Company.</b>	09.11.2015	20 Minutes	C.F.O	1. Dr. Raghupati Singhania 2. Mr. Ashutosh Patra 3. Mr. Sarvesh Srivastava
<b>Presentation on financial performance viz-a-vis Budget.</b>	05.02.2016	30 Minutes	C.F.O	1. Dr. Raghupati Singhania 2. Mr. Ashutosh Patra 3. Mr. Sarvesh Srivastava