

PERFORMANCE EVALUATION POLICY

RADICO KHAITAN LIMITED

INTRODUCTION

Radico Khaitan Limited (hereinafter referred to as “the Company”) believes performance evaluation provide opportunity to reinforce the expectations of the company in regards to the job duties, quality and productivity. Communicating the expectations gives the Directors and Senior Management ability to meet the requirements of the Company and earn positive appraisals. Performing an unbiased evaluation can point out where Management/employees are excelling and the areas needing improvement. Also, it can help Management/employees to increase their commitment towards the organisation.

The Nomination and Remuneration Committee of a company is required under Section 178 of the Companies Act, 2013 to formulate a policy for recommending it to the Board of directors of the company, setting the criteria, based on which the performance of each and every director including the performance of the Board as a whole shall be assessed by the Board of Directors of the Company.

As one of the most important functions of the Board of Directors is to oversee the functioning of Company’s top management, this Board Performance Evaluation process aims to ensure that individual directors (“Directors”) and the Board of Directors of the Company (“Board”) as a whole work efficiently and effectively in achieving Company’s objectives. This policy aims at establishing a procedure for the Board to conduct periodic evaluation of its own performance and of its committees and individual directors.

With an aim to maintain an energized, proactive and effective Board, the Board is committed to a continuing process of recommending and laying down the criteria to evaluate the performance of the Directors, Chairperson, entire Board and Committees thereof and Key Managerial Personnel and Senior Executives of the Company.

DEFINITIONS

- a. “the Act” means the Companies Act, 2013 and the rules made thereunder;
- b. “the Company” means Radico Khaitan Limited;
- c. “the Director” or “the Board”, in relation to the Company, means and deemed to include the collective body of the Board of Directors of the Company including the Chairman of the Company;

- d. “the Independent Director” means an Independent Director as defined under section 2 (47) to be read with section 149 (5) of the Act.
 - e. “the Policy” or “this Policy” means the Policy for evaluation of performance of the Directors, Chairperson, entire Board and Committees thereof and Key Managerial Personnel and Senior Executives of the Company as per the requirements of the Act and Listing Agreement of the Company with the Stock Exchanges .
 - f. “the Committee” or “this Committee” means the Nomination and Remuneration Committee of the Board of Directors formed under the provisions of Section 178 of Companies Act, 2013.
1. ‘Key Managerial Personnel’ (KMP) means:
- a) Chief Executive Officer and / or Managing Director and / or Manager;
 - b) Whole-time Director;
 - c) Chief Financial Officer;
 - d) Company Secretary;
 - e) Such other officer as may be prescribed

OBJECTIVE

The Object of this policy is to formulate the procedures and to prescribe and lay down the criteria to evaluate the performance of the Directors, Chairperson, Board and its Committees, Key Managerial Personnel and Senior Executives of the Company.

RESPONSIBILITY

The Company aspires to pay performance linked remuneration to its directors, key managerial personnel and other senior employees. It shall be the duty of the Board, who shall be supported by the Company Secretary to organize the evaluation process and accordingly conclude the steps required to be taken. The evaluation process will be used constructively as a system to improve the Directors’ and Committees’ effectiveness, to maximize their strength and to tackle their shortcomings. In conformity with the requirement of the Act, the performance evaluation of all the Directors, Chairperson, Board and its Committees Key Managerial Personnel and Senior Executives shall be done by the entire Board of Directors, excluding the director being evaluated.

The Committee shall evaluate the performance of each Directors of the Company with reference of the authority under the Nomination and Remuneration Policy of the Company framed in accordance with the provisions of section 178 of the Companies Act, 2013 and based on their functions as mentioned in the Code of Conduct of the Directors.

Independent Directors are duty bound to evaluate the performance of non-independent directors and board as a whole. The independent directors of the Company shall hold at least one meeting in a year to review the performance of the non-independent directors, performance of chairperson of the Company and board as a whole, taking into account the views of executive directors and non-executive directors.

EVALUATION FACTORS

In respect of the evaluation factors, various aspects have been provided to assist with the evaluation process of performance of the Directors, Chairperson, Board itself, and of its committees, Key Managerial Personnel and Senior Executives. Such evaluation factors may vary in accordance with their respective functions and duties. Evaluation of Independent Director shall be carried on by the entire Board in the same way as it is done for the Executive Directors of the Company except the Director getting evaluated.

Performance evaluation as above shall be based on the criteria as mentioned herein below.

Rating scale

Scale	Performance
5	Exceptionally good
4	Good
3	Satisfactory
2	Needs improvement
1	Unacceptable

INDEPENDENT DIRECTORS

The specific issues and questions that should be considered in the performance evaluation of Independent Director are set out herein below:

Name of Director being assessed: _____

S. No.	Assessment Criteria	Rating
1	Attendance and participation in the meetings	
2	Leadership initiative and advisory role	

3	Abidance and behaviour in accordance with ethical standards& code of conduct of Company	
4	Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings	
5	Safeguard of confidential information	
6	Initiative in terms of new ideas and planning for the Company	
7	Information about the Company and the external environment and factors affecting the working	
8	Safeguarding interest of whistle-blowers under vigil mechanism	
9	Team work attributes	
10	Compliance with policies of the Company, ethics, code of conduct, etc.	
11	Timely inputs on the minutes of the meetings of the Board	

CHAIRPERSON/NON-INDEPENDENT DIRECTORS / EXECUTIVE DIRECTORS

The specific issues and questions that should be considered in the performance evaluation of Chairperson/Non-Independent Director / Executive Director by Independent Directors are set out herein below:

Name of Director being assessed: _____

S. No.	Assessment Criteria	Rating
1	Attendance and participation in the meetings	
2	Leadership initiative and advisory role	
3	Abidance and behaviour in accordance with ethical standards& code of conduct of Company	
4	Raising of valid concerns to the Board and constructive contribution to resolution of issues at meetings	
5	Safeguard of confidential information	
6	Initiative in terms of new ideas and planning for the Company	
7	Information about the Company and the external environment and factors affecting the working	
8	Safeguarding interest of whistle-blowers under vigil mechanism	
9	Team work attributes	
10	Compliance with policies of the Company, ethics, code of conduct, etc.	
11	Timely inputs on the minutes of the meetings of the Board	

BOARD OF DIRECTORS

The specific issues and questions that should be considered in the performance evaluation of the entire Board by Independent Directors, are set out herein below:

S. No.	Assessment Criteria	Rating
1	the composition of the board appropriate with the right mix of knowledge and skills sufficient to maximize performance in the light of future strategy	
2	The Board of Directors of the company is effective in decision making	
3	The Board reviews the organization's performance in carrying out the stated mission on a regular basis	
4	The Board of Directors is effective in providing necessary advice and suggestions to the company's management	
5	The number of meetings during the year is adequate for the Board to be effective	
6	sufficient board meetings, of appropriate length, being held to enable proper consideration of issues	
7	The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail	
8	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues	
9	Board members fully and positively participate in discussions	
10	The Board Chairman effectively and appropriately leads and facilitates the Board meetings.	
11	Compliance with policies of the Company, ethics, code of conduct, etc.	

COMMITTEES OF THE BOARD

For evaluating the performance of each committee, the Board of Directors shall consider the aspects as set out herein below:

Name of the committee being assessed: _____

S. No.	Assessment Criteria	Rating
1	The composition and size of the Committee are appropriate	
2	Responsibilities of the members of the committee are	

	well defined	
3	Timely Meetings	

KEY MANAGERIAL PERSONNEL AND SENIOR EXECUTIVES

For evaluating the performance of Key Managerial Personnel and other Senior Executives, the Board of Directors shall consider the aspects as set out herein below:

Name of person being assessed: _____

S. No.	Assessment Criteria	Rating
1	Interpersonal, communication and representational skills	
2	Communication of expectations & concerns clearly with subordinates	
3	Compliance with policies of the Company, ethics, code of conduct, etc.	
4	Safeguarding interest of whistle-blowers under vigil mechanism	
5	Reporting of frauds, violation etc.	
6	Team work attributes	
7	Compliance with policies of the Company, ethics, code of conduct, etc.	
8	Initiative in terms of new ideas and planning for the Company	
9	Professional skills, problem solving, and decision-making	
10	Safeguard of confidential information	

REVIEW AND AMENDMENT

The performance evaluation process and related tools will be reviewed annually by the “Nomination and Remuneration Committee”. Subject to the approval of Board of Directors, the committee may amend the Policy, if required, to ascertain its appropriateness as per the need of the Company. The Policy may be amended by passing a resolution at a meeting of the Nomination and Remuneration Committee.

DISCLOSURE

The Company will disclose the details of its Board Performance Evaluation processes in its Board's Report and the key features of this Policy will also be included in the corporate governance statement contained in the annual report of the Company.
