

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

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/her, which inter alia explains the role, function, duties and responsibilities expected of the person 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 SEBI (LODR) Regulations, 2015 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;
- Code of conduct for directors of the Company as approved by the Board of Directors
- Directors Responsibility Statement forming part of the 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 and framework;
- Board evaluation process and procedures;

The Directors are also explained in detail the compliances required from them under the Companies Act 2013, SEBI (LODR) Regulations, 2015 and other relevant regulations and their affirmation taken with respect to the same.

With a view to familiarize them 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 them to effectively fulfil their 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:

Functional area	Responsibility
Overview of strategy and business model of the Company	CFO
Financial performance, budgeting and planning	Functional heads
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. Under the said programme for Initial and continual familiarisation modules, the following modules were conducted in 2019-20.

Programme	Date	Duration	Presented By	Attended by*
Discussion on the Directors' Roles and Responsibilities under the Companies Act, 2013 and the SEBI (LODR), 2015	01.04.2019	35 minutes	Company Secretary	1. Mr. Raghupati Singhania. 2. Mr. Karna Singh Mehta 3. Mr. Ashutosh Patra 4. Mr. Sarvesh Srivastava 5. Ms. Sushmita Singha
	08.08.2019	30 minutes	Company Secretary	1. Mr. Tushar Jain 2. Mr. Sharad Jaipuria
	23.01.2020	30 minutes	Company Secretary	1. Mr. Raghupati Singhania. 2. Mr. Tushar Jain 3. Mr. Sharad Jaipuria 4. Mr. Sarvesh Srivastava 5. Ms. Sushmita Singha
Discussions on the Corporate Social Responsibility	01.04.2019	15 minutes	Company Secretary	1. Ms. Sushmita Singha
	23.01.2020	25 Minutes	Company Secretary	1. Dr. Lalit Kumar Khaitan 2. Mr. K.P. Singh 3. Ms. Sushmita Singha 4. Mr. Abhishek Khaitan
Presentation on budget, internal controls and future heads	02.05.2019	45 minutes	CFO	1. Mr. Raghupati Singhania. 2. Mr. Karna Singh Mehta 3. Mr. Ashutosh Patra 4. Mr. Sarvesh Srivastava 5. Ms. Sushmita Singha
	08.08.2019	45 Minutes	CFO	1. Mr. Tushar Jain 2. Mr. Sharad Jaipuria
	23.01.2020	25 Minutes	Company Secretary	1. Mr. Raghupati Singhania. 2. Mr. Tushar Jain 3. Mr. Sharad Jaipuria 4. Mr. Sarvesh Srivastava 5. Ms. Sushmita Singha
Presentation on business dynamics, state wise changes and its impact	08.08.2019	30 Minutes	M.D	1. Mr. Raghupati Singhania. 2. Tushar Jain

				3. Sarvesh Srivastava 4. Sharad Jaipuria 5. Ms. Sushmita Singha
	23.01.2020	40 Minutes	Company Secretary	1. Mr. Raghupati Singhania. 2. Mr. Tushar Jain 3. Mr. Sharad Jaipuria 4. Mr. Sarvesh Srivastava 5. Ms. Sushmita Singha
Introduction of the policy for reservation of documents. Determination of materiality for disclosure of events or information.	01.04.2019	35 Minutes	Company Secretary	1. Ms. Sushmita Singha
	08.08.2019	45 Minutes	Company Secretary	1. Tushar Jain 2. Sharad Jaipuria
	23.01.2020	40 Minutes	Company Secretary	1. Mr. Raghupati Singhania. 2. Mr. Tushar Jain 3. Mr. Sharad Jaipuria 4. Mr. Sarvesh Srivastava 5. Ms. Sushmita Singha
Discussion regarding financial aspects of the company.	08.08.2019	20 minutes	CFO	1. Mr. Raghupati Singhania. 2. Tushar Jain 3. Sarvesh Srivastava 4. Sharad Jaipuria 5. Ms. Sushmita Singha
	23.01.2020	40 Minutes	CFO and Company Secretary	1. Mr. Raghupati Singhania. 2. Mr. Tushar Jain 3. Mr. Sharad Jaipuria 4. Mr. Sarvesh Srivastava 5. Ms. Sushmita Singha
Presentation on financial performance viz-a-vis budget.	08.08.2019	20 minutes	CFO	1. Mr. Raghupati Singhania. 2. Mr. Sarvesh Srivastava 3. Mr. Tushar Jain 4. Mr. Sharad Jaipuria 5. Ms. Sushmita Singha
	23.01.2020	40 Minutes	CFO and Company Secretary	1. Mr. Raghupati Singhania. 2. Mr. Tushar Jain 3. Mr. Sharad Jaipuria 4. Mr. Sarvesh Srivastava 5. Ms. Sushmita Singha
