



RKL/SX/2021-22/001

13<sup>th</sup> April, 2021

Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001.

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot no. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051.

**Scrip Code: BSE-532497 & NSE - RADICO**

**Sub: Quarterly Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2021**

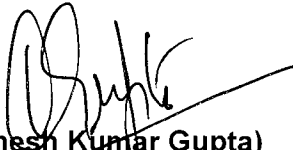
Dear Sir,

As per Regulation 27(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, please find enclosed herewith Compliance Report on Corporate Governance for the quarter ended 31<sup>st</sup> March, 2021 as (Annexure – I) and for the whole financial year ended 31<sup>st</sup> March, 2021 as (Annexure – II).

Please acknowledge receipt.

Thanking you,

Yours faithfully,  
For Radico Khaitan Limited

  
(Dinesh Kumar Gupta)  
Vice President - Legal &  
Company Secretary  
Membership No. F9191  
*Handwritten*



Email Id: investor@radico.co.in

Encl.: As above.

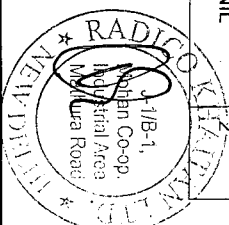
**Radico Khaitan Limited**

Plot No. J-1, Block B-1, Mohan Co-op. Industrial Area  
Mathura Road, New Delhi-110044  
Ph : (91-11) 4097 5444/555 Fax: (91-11) 4167 8841-42  
Registered Office : Bareilly Road, Rampur-244901 (U.P.)  
Phones : 0595-2350601/2, 2351703 Fax : 0595-2350009  
e-mail : info@radico.co.in, website : www.radickhaitan.com  
CIN No. L26941UP1983PLC027278

1. Name of Listed Entity : RADICO KHAITAN LIMITED
2. Quarter ending : 31<sup>st</sup> March, 2021

ANNEXURE-I

| I. Composition of Board of Directors |                         |                         |  |                             |                       |  |                                    |                   |                     |               |   |  |  |   |   |
|--------------------------------------|-------------------------|-------------------------|--|-----------------------------|-----------------------|--|------------------------------------|-------------------|---------------------|---------------|---|--|--|---|---|
| Title (Mr. / Ms.)                    | Name of the Director    | PAN & DIN               | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) | Initial date of Appointment | Date of Reappointment | Whether special resolution passed? (Refer Reg. 17 (1A) of Listing Regulations) | Date of passing special resolution | Date of Cessation | Tenure* (in months) | Date of Birth | No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No. of Independent Directorship in listed entities including this listed entity (in reference to proviso to Regulation 17 A (1)) | Number of Memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Membership in Committees of the Company |
| Mr.                                  | Dr. Lalit Khaitan       | AIMPK4395E<br>00238222  | Chairman & Managing Director / Executive                                   | 28.01.2003                  | -                     | N.A.   | -                                  | -                 | -                   | 02.06.1943    | 1   | NIL  | NIL  | NIL   | 4                                       |
| Mr.                                  | Abhishek Khaitan        | AIOPK5527C<br>00772865  | Managing Director / Executive  | 28.01.2003                  | -                     | N.A.   | -                                  | -                 | -                   | 29.04.1973    | 1   | NIL  | NIL  | NIL   | 4                                       |
| Mr.                                  | K.P. Singh              | AAAPS 0596Q<br>00178560 | Whole Time Director / Executive  | 28.01.2003                  | -                     | N.A.   | -                                  | -                 | -                   | 01.04.1952    | 1   | NIL  | 1  | NIL   | 4                                       |
| Mr.                                  | Dr. Raghupati Singhania | AJWPS3239E<br>00036129  | Independent Executive  | 30.09.2014                  | 26.09.2019            | YES  | 26.09.2019                         | -                 | 78                  | 08.12.1946    | 5   | 1  | 2  | 2   | 3                                       |
| Mr.                                  | Sarvesh Sivastava       | AALPS3504L<br>06869261  | Independent  | 30.05.2014                  | 26.09.2019            | YES  | 26.09.2019                         | -                 | 82                  | 26.10.1954    | 1   | 1  | 1  | 1   | 3                                       |
| Ms.                                  | Sushmita Singha         | AKNPS5620H<br>02284266  | Independent  | 01.04.2019                  | 26.09.2019            | YES  | 26.09.2019                         | -                 | 24                  | 13.05.1964    | 3   | 2  | NIL  | NIL   | 2                                       |



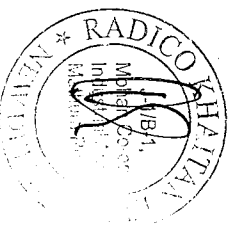
|     |                 |                        |             |            |            |     |            |   |    |            |   |   |   |     |   |
|-----|-----------------|------------------------|-------------|------------|------------|-----|------------|---|----|------------|---|---|---|-----|---|
| Mr. | Tushar Jain     | ACYPJ8913D<br>00053023 | Independent | 08.08.2019 | 26.09.2019 | YES | 26.09.2019 | - | 18 | 26.08.1970 | 1 | 1 | 1 | NIL | 4 |
| Mr. | Sharad Jaipuria | AANPJ5626J<br>00017049 | Independent | 08.08.2019 | 26.09.2019 | YES | 26.09.2019 | - | 18 | 07.04.1957 | 1 | 1 | 2 | 2   | 3 |

Whether Regular Chairperson appointed: YES

Whether Chairperson is related to Managing Director or CEO: YES

## II. Composition of Committees

| Name of Committee                      | Whether Regular chairperson appointed | Name of Committee members  | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Date of Appointment                    | Date of Cessation |
|--|---------------------------------------|--|--|--|-------------------|
| 1. Audit Committee                     | YES                                   | Mr. Sarvesh Srivastava<br>Dr. Raghupati Singhania<br>Mr. Tushar Jain | Independent<br>Independent<br>Independent                          | 30.05.2014<br>30.05.2014<br>08.08.2019 | -<br>-<br>-       |
| 2. Nomination & Remuneration Committee | YES                                   | Dr. Raghupati Singhania<br>Mr. Tushar Jain<br>Mr. Sharad Jaipuria    | Independent<br>Independent<br>Independent                          | 30.05.2014<br>08.08.2019<br>08.08.2019 | -<br>-<br>-       |
| 3. Risk Management Committee           | YES                                   | Dr. Lalit Khaitan<br>Mr. Abhishhek Khaitan<br>Mr. Dilip K. Bantliya  | Executive<br>Executive<br>CFO                                      | 11.11.2014<br>11.11.2014<br>11.11.2014 | -<br>-<br>-       |
| 4. Stakeholders Relationship Committee | YES                                   | Mr. Sharad Jaipuria<br>Mr. Sarvesh Srivastava<br>Mr. K.P. Singh      | Independent<br>Independent<br>Executive                            | 08.08.2019<br>30.05.2014<br>30.05.2014 | -<br>-<br>-       |



**III. Meeting of Board of Directors**

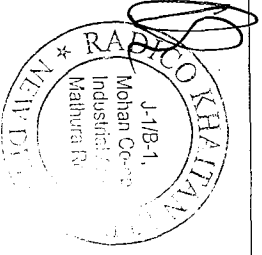
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Meeting gap between previous quarters (in number of days) | Meeting gap between relevant quarters (in number of days) | Whether requirement of quorum met (Yes / No) # | Number of Directors present | Number of independent directors present |
|---|---|---|---|--|-----------------------------|---|
| 28.10.2020  | 28.01.2021  | 96 days   | 91 days   | Yes  | 8                           | 5                                       |

**IV. Meeting of Committees : AUDIT COMMITTEE**

| Date(s) of meeting during of the Committee in the previous quarter | Date (s) of the meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (Yes / No) (details)                                     | Number of Directors present # | Number of Independent Directors present # | Maximum gap between previous quarters in number of days* |
|--|--|--|-------------------------------|---|--|
| 28.10.2020   | 28.01.2021   | YES.<br>Attendees:<br>Mr. Sarvesh Srivastava<br>Dr. Raghupati Singhania<br>Mr. Tushar Jain | 3                             | 3   | 91 days  |

**V. Meeting of Committees : STAKEHOLDERS RELATIONSHIP COMMITTEE**

| Date(s) of meeting during of the Committee in the previous quarter | Date (s) of the meeting of the Committee in the relevant quarter | Whether requirement of Quorum met (Yes / No) (details) | Number of Directors present # | Number of Independent Directors present # | Maximum gap between previous quarters in number of days* |
|--|--|--|-------------------------------|---|--|
| 28.10.2020   | 28.01.2021   | Yes  | 3                             | 2   | 91 days  |

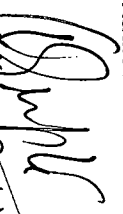


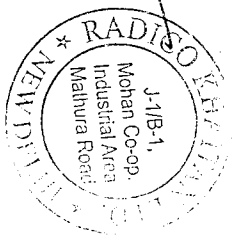
| VI. Related Party Transactions   |                               |
|--|-------------------------------|
| Subject  | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained   | YES                           |
| Whether shareholder approval obtained for material RPT   | N.A.                          |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | YES                           |

**VII. Affirmations:**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: YES
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:
  - a. Audit Committee: YES
  - b. Nomination & remuneration committee : YES
  - c. Stakeholders relationship committee: YES
  - d. Risk management committee (applicable to the top 500 listed entities): YES
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: YES
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: YES
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: YES
6. Any comments / observations / advice of Board of Directors may be mentioned here: N.A.

For Radico Khaitan Limited

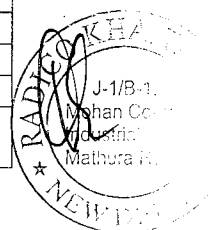
  
 (Dinesh Kumar Gupta)  
 Vice President – Legal &  
 Company Secretary  
 Membership No. FCS 9191



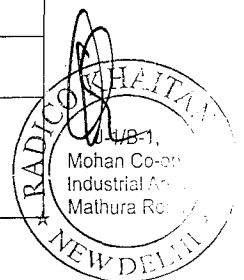
Date : 13.04.2021  
 Place: New Delhi

**Radico Khaitan Limited****Details by listed entity at the end of the financial year (for the whole of financial year)**

| <b>I. Disclosure on website in terms of Listing Regulations</b>  |                          |                                      |
|--|--------------------------|--------------------------------------|
| <b>Item</b>  |                          | <b>Compliance status (YES/No/NA)</b> |
| Details of business  |                          | YES                                  |
| Terms and conditions of appointment of independent directors   |                          | YES                                  |
| Composition of various committees of board of directors  |                          | YES                                  |
| Code of conduct of board of directors and senior management personnel  |                          | YES                                  |
| Details of establishment of vigil mechanism/ Whistle Blower policy   |                          | YES                                  |
| Criteria of making payments to non-executive directors   |                          | YES                                  |
| Policy on dealing with related party transactions  |                          | YES                                  |
| Policy for determining 'material' subsidiaries   |                          | NA                                   |
| Details of familiarization programmes imparted to independent directors  |                          | YES                                  |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  |                          | YES                                  |
| email address for grievance redressal and other relevant details   |                          | YES                                  |
| Financial results  |                          | YES                                  |
| Shareholding pattern   |                          | YES                                  |
| Details of agreements entered into with the media companies and/or their associates  |                          | NA                                   |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange |                          | YES                                  |
| New name and the old name of the listed entity   |                          | N.A.                                 |
| Advertisements as per regulation 47(1)   |                          | YES                                  |
| Credit rating or revision in credit rating obtained  |                          | YES                                  |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  |                          | N.A.                                 |
| Whether company has provided information under separate section on its website as per Regulation 46(2)   |                          | YES                                  |
| Materiality Policy as per Regulation 30  |                          | YES                                  |
| Dividend Distribution Policy as per Regulation 43A (as applicable)   |                          | YES                                  |
| It is certified that these contents on the website of the listed entity are correct  |                          | YES                                  |
| <b>Disclosure of notes on website in terms of Listing Regulations explanatory</b>  |                          |                                      |
| <b>II Annual Affirmations</b>  |                          |                                      |
| <b>Particulars</b>   | <b>Regulation Number</b> | <b>Compliance status (YES/No/NA)</b> |
| Independent director(s) have been appointed in terms of specified criteria of 'Independence' and / or 'eligibility'  | 16(1)(b) & 25(6)         | YES                                  |
| Board composition  | 17(1), 17(1A) & 17 (1B)  | YES                                  |
| Meeting of Board of directors)   | 17(2)                    | YES                                  |
| Quorum for Board Meeting   | 17 (2A)                  | YES                                  |
| Review of Compliance Reports   | 17(3)                    | YES                                  |
| Plans for orderly succession for appointments  | 17(4)                    | YES                                  |
| Code of Conduct  | 17(5)                    | YES                                  |
| Fees/compensation  | 17(6)                    | YES                                  |
| Minimum information  | 17(7)                    | YES                                  |
| Compliance Certificate   | 17(8)                    | YES                                  |
| Risk Assessment & Management   | 17(9)                    | YES                                  |



|   |                                  |      |
|---|----------------------------------|------|
| Performance Evaluation of Independent Directors   | 17(10)                           | YES  |
| Recommendation of Board   | 17(11)                           | YES  |
| Maximum number of Directorships   | 17A                              | YES  |
| Composition of Audit Committee  | 18(1)                            | YES  |
| Meeting of Audit Committee  | 18(2)                            | YES  |
| Composition of Nomination and Remuneration Committee  | 19(1) & (2)                      | YES  |
| Quorum of Nomination and Remuneration Committee meeting   | 19(2A)                           | YES  |
| Meeting of Nomination and Remuneration Committee  | 19(3A)                           | YES  |
| Composition of Stakeholder Relationship Committee   | 20(1), 20 (2) & 20 (2A)          | YES  |
| Meeting of Stakeholders Relationship Committee  | 20(3A)                           | YES  |
| Composition and role of risk management committee   | 21(1), (2), (3), (4)             | YES  |
| Meeting of Risk Management Committee  | 21(3A)                           | YES  |
| Vigil Mechanism   | 22                               | YES  |
| Policy for related party Transaction  | 23(1), 1(A), (5), (6), (7) & (8) | YES  |
| Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2), (3)                       | YES  |
| Approval for material related party transactions  | 23(4)                            | YES  |
| Disclosure of related party transactions on consolidated basis  | 23(9)                            | YES  |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                            | NA   |
| Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2), (3), (4), (5), & (6)      | NA   |
| Annual Secretarial Compliance Report  | 24(A)                            | YES  |
| Alternative Director to Independent Director  | 25(1)                            | N.A. |
| Maximum Tenure  | 25(2)                            | YES  |
| Meeting of independent directors  | 25(3) & (4)                      | YES  |
| Familiarization of independent directors  | 25(7)                            | YES  |
| Declaration from Independent Director   | 25(8) & (9)                      | YES  |
| D&O insurance for Independent Director  | 25 (10)                          | YES  |
| Memberships in Committees   | 26(1)                            | YES  |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel | 26 (3)                           | YES  |
| Disclosure of Shareholding by Non- Executive Directors  | 26(4)                            | YES  |
| Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)                    | YES  |



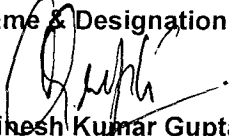
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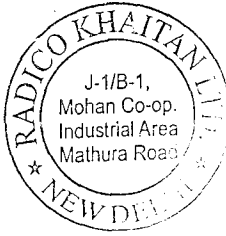
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied: NA.

**Name & Designation:**

  
(Dinesh Kumar Gupta)  
Vice President – Legal &  
Company Secretary



Date : 06.04.2021  
Place: New Delhi