



RKL: HO/OL/1/2014-15
30th September 2014

Dr. Raghupati Singhania
40, Friends Colony (East)
New Delhi – 110 065.

Sub: Letter of Appointment

Dear Dr. Raghupati Singhania,

This has reference to the Annual General Meeting dated 30th September 2014 pursuant to which Shareholders of the Company have confirmed your appointment as an Independent Director (Non executive Independent Director) of Radico Khaitan Limited ("Company") on the recommendation of the Board Meeting dated 12th August 2014.

The terms of the Appointment is Subject to the detailed terms of this letter:

1. Appointment

Your Appointment will be Effective for this Position with effect from 30th September 2014 for a period of 5 Years and shall not be eligible for reappointment. You will be reporting to the Board of Directors of the Company as the Non executive Independent Director of the Company for further directives, if any.

2. Membership of Committees

You are also appointed as the Member of Audit Committee and Nomination and Remuneration Committee and will be responsible for:

- (i) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) Examination of the financial statement and the auditors' report thereon;
- (iv) Approval or any subsequent modification of transactions of the company with related parties;

CIN No. L28941UP1903PLC027278

Radico Khaitan Limited


Plot No. J-1, Block B-1, Mohan Co-op. Industrial Area
Mathura Road, New Delhi-110044

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Registered Office : Bareilly Road, Rampur-244901 (U.P.), Gram : Radico
Phones : 0595-2350601/2, 2351703 Fax : 0595-2350009
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website : www.radicokhaitan.com

- (v) Scrutiny of inter-corporate loans and investments;
- (vi) Valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) Evaluation of internal financial controls and risk management systems;
- (viii) Monitoring the end use of funds raised through public offers and related matters.
- (ix) To promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (x) To exercise due and reasonable care, skill and diligence and exercise independent judgment.
- (xi) Not to have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (xii) Not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates.

The list is merely indicative one and you are expected to adhere to the legal and company's requirements from time to time.

3. Duties and Liabilities :

- (i) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
 - (ii) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
 - (iii) Strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
 - (iv) Participate constructively and actively in the committees of the Board in which you are chairperson or member;
 - (v) Strive to attend the General Meetings of the company;
 - (vi) Wherever you have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that such concerns are recorded in the minutes of the Board meeting;
 - (vii) Keep yourself well informed about the company and the external environment in which it operates;
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- (viii) Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- (ix) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company;
- (x) Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism is not prejudicially affected on account of such use;
- (xi) Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (xii) Act within your authority and assist in protecting the legitimate interests of the company, shareholders and its employees;
- (xiii) Do not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

4. Code and Conduct :

- (i) Uphold ethical standards of integrity and probity;
- (ii) Act objectively and constructively while exercising your duties;
- (iii) Exercise responsibilities in a bona fide manner in the interest of the company;
- (iv) Devote sufficient time and attention to your professional obligations for informed and balanced decision making;
- (v) Do not allow any extraneous considerations that will vitiate your exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (vi) Do not abuse your position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (vii) Refrain from any action that would lead to loss of your independence;
- (viii) Where circumstances arise which as an independent director make you lose your independence, they must immediately inform the Board accordingly;



- (ix) Assist the company in implementing the best corporate governance practices.

5. **Remuneration**

You will be entitled to **sitting fees for attending the Board Meetings and Committee Meetings**, as may be decided by the Board from time to time.

6. **Confidentiality**

Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged, except so far as:

- (i) May be necessary in connection with the proper performance of your duties to the Company.
- (ii) The Company may from time to time authorise and that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
- (iii) You may be required by law to disclose.

7. **Vacation from office**

The office you hold as a director becomes vacant as per the conditions and circumstances of Section 164 of the new Companies Act, 2013 and such other reasons as Board feels justified.

8. **General**

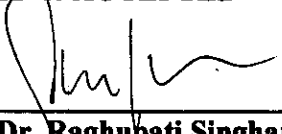
This letter shall confirm your appointment as a Non executive Independent Director of the Company on your acknowledgment of the duplicate copy of this letter as a token of your acceptance.

Yours faithfully,

For Radico Khaitan Ltd.


Amit Manchanda
Group Head – Legal &
Company Secretary

AGREED & ACCEPTED

Sign: 
Name: Dr. Raghupati Singhania