



RKL: HO/OL/1/2019-20  
30<sup>th</sup> May 2019

**Mr. Sarvesh Srivastava**  
B-71, Retreat Society  
20, I.P. Extension,  
Delhi – 110 092.

**Sub: Letter of re-appointment**

**Dear Mr. Srivastava,**

This has reference to the Nomination and Remuneration Committee Meeting dated **02<sup>nd</sup> May 2019** and Board Meeting dated **02<sup>nd</sup> May 2019** pursuant to which Board of Directors has confirmed your re-appointment as a Non executive Independent Director of Radico Khaitan Limited (“Company”) subject to the approval of the shareholders in their ensuing Annual General Meeting of the Company and other approvals as may be required in this regard.

The terms of the Appointment shall be as follows:

**1. Appointment**

Your Appointment will be Effective for this Position with effect from **30<sup>th</sup> May 2019 for a period of 5 Years** and shall 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 and for further directives, if any.

**2. Membership of Committees**

You are also appointed as the **Member of Audit committee and Stakeholder’s Relationship 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;

**Radico Khaitan Limited**

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Mathura Road, New Delhi-110044  
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Registered Office : Bareilly Road, Rampur-244901 [U.P.]  
Phones : 0595-2350601/2, 2351703 Fax : 0595-2350009  
e-mail : info@radico.co.in, website : www.radico.khaitan.com  
CIN No. L26941UP1983PLC027278

- (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;
- (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.

**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 their 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;

- (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 are 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, 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. You shall also be entitled for the reimbursement of expenses for participation in the Board and Committee meetings on actual basis.

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.

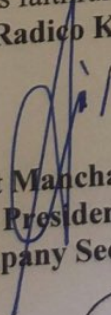
8. **D & O Insurance**

The Company has D&O liability insurance policy. You will be supplied a copy of such policy once the process of appointment is complete.

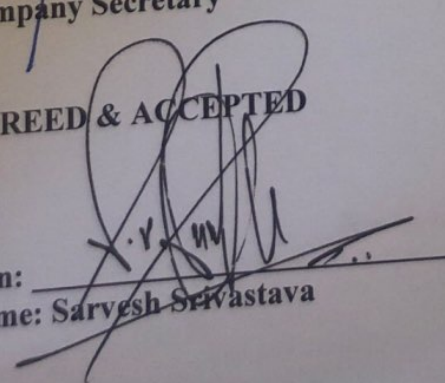
9. **General**

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 Radio Khaitan Ltd.**

  
**Amit Manchanda**  
**Vice President – Legal &**  
**Company Secretary**

**AGREED & ACCEPTED**

  
Sign: \_\_\_\_\_  
Name: **Sarvesh Srivastava**