



RKL: HO/OL/1/2019
14th March 2019

Ms. Sushmita Singha
E421, 1st Floor
Greater Kailash, Part 2
New Delhi – 110 048.

Sub: Letter of Appointment

Dear Ms. Singha,

This has reference to the Nomination and Remuneration Committee Meeting dated **23rd January 2019** and Board Meeting dated **23rd January 2019** pursuant to which Board of Directors has confirmed your appointment as an **Additional Director** (Non-executive Independent Director) of **Radico Khaitan Limited ("Company")** subject to the approval of the shareholders in their ensuing General Meeting of the Company and other approvals as may be required in this regard.

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 **01st April 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 Women Director of the Company for further directives, if any.

2. Membership of Committees

You are also appointed as the Member of **Corporate Social Responsibility Committee** and **Committee of Independent Directors** and will be responsible for:

- a) Formulating and recommending to the Board CSR Policy and the CSR activities to be undertaken by the Company;
- b) Recommending amount of expenditure to be incurred on activities undertaken;
- c) To constitute Monitoring Committee for implementation and execution of CSR initiatives/ activities;
- d) Reviewing performance of the Company in the areas of CSR;
- e) Monitoring CSR Policy from time to time;

3. Professional Conduct

You will be responsible for:

- a) to uphold ethical standards of integrity and probity;
- b) to act objectively and constructively while exercising your duties;

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CIN No. L26941UP1983PLC027278

- c) to exercise your responsibilities in a bona fide manner in the interest of the company;
- d) to devote sufficient time and attention to your professional obligations for informed and balanced decision making;
- e) to 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;
- f) to 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;
- g) to refrain from any action that would lead to loss of your independence;
- h) to inform Board immediately if there arise circumstances which make an independent director lose its independence,
- i) to assist the company in implementing the best corporate governance practices.

4. Roles and Functions:

- a) to help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- b) to bring an objective view in the evaluation of the performance of board and management;
- c) to scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d) to satisfy the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- e) to safeguard the interests of all stakeholders, particularly the minority shareholders;
- f) to balance the conflicting interest of the stakeholders;
- g) to determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- h) to moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

Duties :

- a) to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b) to 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;
- c) to strive to attend all meetings of the Board of Directors and of the Board committees of which you are a member;
- d) to participate constructively and actively in the committees of the Board in which you are chairperson or member;
- e) to strive to attend the general meetings of the company;
- f) to rise your concerns if you have any about the running of the company or a proposed action, to ensure that concerns are addressed by the Board and, to the extent that they are not resolved, to insist that their concerns are recorded in the minutes of the Board meeting;
- g) to keep themselves well informed about the company and the external environment in which it operates;
- h) to not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- i) to pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and to assure that the same are in the interest of the company;
- j) to 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;
- k) to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l) to act within the authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- m) to 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.

5. **Re-appointment:**

Your re-appointment shall be on the basis of report of performance evaluation done by the entire Board of Directors.

6. **Resignation or removal:**

- a) The office you hold as a independent director becomes vacant as per the conditions and circumstances of Section 168 and 169 of the Companies Act, 2013 and as per other such other rules and regulations as may be applicable to independent director.
- b) In case Board feels justified you as Independent director can be removed by passing a necessary resolution in that effect.

7. **Separate meetings:**

You are also reasonable:

- a) to hold and attend at least one meeting in a year, without the attendance of non-independent directors and members of management and to strive to be present at such meeting;
- b) as independent Director
 - i. to review the performance of non-independent directors and the Board as a whole;
 - ii. to review the performance of the Chairperson of the company, taking into account the views of executive directors and nonexecutive directors;
 - iii. To assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

8. **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.

9. **Directors & Officers (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.



10. **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:


- a) May be necessary in connection with the proper performance of your duties to the Company; or
- b) You may be required by law to disclose.

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.

11. **General**

This letter shall confirm your appointment as a **Non executive Independent Women 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
Vice President - Legal &
Company Secretary

AGREED & ACCEPTED

Sushmita

Sign: _____
Name: **Sushmita Singha**
Independent Women Director