



NOTICE FOR THE 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Members of Radico Khaitan Limited (RKL), will be held on Friday, 9th September, 2011 at 1.00 p.m. at the registered office of the Company at Rampur Distillery, Bareilly Road, Rampur (U.P.) 244 901 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Accounts of the Company consisting of the Balance Sheet as at 31st March 2011 and the Profit and Loss Account for the year ended on that date including Notes thereto together with Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a director in place of Mr. K.P. Singh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Mahendra Kumar Doogar, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED that M/s. V. Sankar Aiyar & Co., Chartered Accountants, having Registration no.109208W, be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

Special Business:

6. To consider and if thought fit, to pass, with or without modification(s), the following as Special Resolution:
"RESOLVED that pursuant to provisions of Section 314 (1) of the Companies Act, 1956 read with Directors' Relatives (Office or Place of Profit) Rules, 2003 and other applicable provisions and also subject to such other consents, approval, sanctions, if required, the consent of the Company be and is hereby accorded for the appointment of Mr. Padmanabh Mandelia, as Manager - International Business for a period of 5 years w.e.f. 1st June 2011 at the remuneration of Rs.1,00,000/- per month including perquisites and other benefits."
"RESOLVED further that Mr. Padmanabh Mandelia shall be in the exclusive employment of the Company and will not hold office or a place of profit in any other Company during the period of his tenure."
"RESOLVED further that the Board of Directors or any Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

The remuneration comprising salary, perquisites and other benefits and allowances to Mrs. Shailja Saraf if revised shall be subject to the maximum of Rs.2,50,000/- per month or such other amount as may be stipulated by the Central Government or any other authority in this regard.

7. To consider and if thought fit, to pass, with or without modification(s), the following as Special Resolution:
"RESOLVED that pursuant to Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956 or any modification or re-enactment thereof, the consent of the Company be and is hereby accorded to increase in the remuneration of Mrs. Deepshikha Khaitan, Corporate Relationships Manager with effect from 01.06.2011 on the following terms and conditions:

Salary	:	Rs.1,00,000/- per month
Perquisites & Benefits	:	All perquisites and allowances which are payable in this category as per the rules of the Company in this regard, including Medical reimbursement, Leave Travel Allowance, Contribution to Provident Fund and Superannuation Fund, Gratuity and other benefits and allowances in accordance with the rules of the Company.

The remuneration comprising salary, perquisites and other benefits and allowances to Mrs. Deepshikha Khaitan if revised shall be subject to the maximum of Rs.2,50,000/- per month or such other amount as may be stipulated by the Central Government or any other authority in this regard."

8. To consider and if thought fit, to pass, with or without modification(s), the following as Special Resolution:
"RESOLVED that pursuant to Section 314(1) and other applicable provisions, if any, of the Companies Act, 1956 or any modification or re-enactment thereof, the consent of the Company be and is hereby accorded to increase the remuneration of Mrs. Shailja Saraf, Associate Vice President with effect from 01.06.2011 on the following terms and conditions:



Salary : Rs.75,000/- per month
Perquisites & Benefits : All perquisites and allowances which are payable in this category as per the rules of the Company in this regard, including Medical Reimbursement, Leave Travel Allowance, Contribution to Provident Fund and Superannuation Fund, Gratuity and other benefits and allowances in accordance with the rules of the Company.

The remuneration comprising salary, perquisites and other benefits and allowances to Mrs. Shailja Saraf if revised shall be subject to the maximum of Rs.2,50,000/- per month or such other amount as may be stipulated by the Central Government or any other authority in this regard.

**By order of the Board
for Radico Khaitan Limited**

Sd/-

**Amit Manchanda
Group Head – Legal &
Company Secretary**

Place : New Delhi

Date : 02.08.2011

NOTES

- (1) **A member entitled to attend the meeting and vote thereat is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be valid should be duly stamped, completed and signed and must be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) Mr. K.P. Singh and Mr. Mahendra Kumar Doogar, Directors, shall retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Brief resume of these Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company commends their respective re-appointments.
- (3) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- (4) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- (5) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (6) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
- (7) (a) The Company has already notified closure of Register of Members and Transfer Books from 05.09.2011 to 09.09.2011 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
(b) The dividend on Equity Shares, if declared at the Meeting, will be paid on or before 08.10.2011 to those Members whose names shall appear on the Company's Register of Members on 09.09.2011. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. as beneficial owners as on that date.
- (8) Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96, 1997, 1998, 1999, 2000, 2001-2002 and 2002-2003 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
Dividends for the financial year ended 31.03.2004 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant(s) for the aforesaid years are requested to seek issue of duplicate warrant (s) by writing to the Company's Registrars and Transfer Agents, M/s. Mas Services Ltd.
Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim.
- (9) Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Mas Services Ltd., immediately of:
 - (a) Change in their Residential status on return to India for permanent settlement.
 - (b) Particulars of their Bank Account maintained to India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.

**By order of the Board
for Radico Khaitan Limited**

Sd/-

**Amit Manchanda
Group Head – Legal &
Company Secretary**

Place : New Delhi

Date : 02.08.2011



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No.6

Members are informed that Mr. Padmanabh Mandelia is appointed as Manager - International Business of the Company w.e.f. 1st June 2011 by the Board of Directors in their Meeting held on 18.05.2011.

Mr. Padmanabh Mandelia is a Graduate in Business and Management with honours from Aston University, U. K. and he had completed his Intership from EliLilly.

Pursuant to the provisions of Section 314(1) of the Companies Act 1956, the approval of the Shareholders by way of Special Resolution is required. The resolution is recommended for the approval of the Shareholders.

The terms of remuneration as set out in the resolution are considered to be just, fair and reasonable and are in accordance with the remuneration paid to other similar placed executives in the Company as well as in the Industry.

None of the Directors other than Dr. Lalit Khaitan and Mr. Abhishek Khaitan shall be deemed to be concerned or interested in the said resolution.

The Board recommends the Resolution set out at Item no.6 of the notice for your approval.

Item no.7 and 8

Members are informed that Mrs. Deepshikha Khaitan and Mrs. Shailja Saraf were appointed as Corporate Relationships Manager and Associate Vice President - International Business of the Company w.e.f. 01.06.2008 and 15.12.2009 respectively,

In view of the increase in the activities / operations of the company and business experience and qualifications of the said Executives, the Board of Directors, at its meeting held on 18.05.2011, decided to increase their remuneration w.e.f. 01.06.2011, as specified in the resolutions set out in the Notice.

Pursuant to the provisions of Section 314(1) of the Companies Act 1956, the approval of the Shareholders by way of Special Resolution is required. The resolutions are recommended for the approval of the Shareholders.

None of the Directors other than Dr. Lalit Khaitan and Mr. Abhishek Khaitan shall be deemed to be concerned or interested in the said resolutions.

**By order of the Board
for Radico Khaitan Limited**

**Place : New Delhi
Date : 02.08.2011**

**Sd/-
Amit Manchanda
Group Head – Legal &
Company Secretary**



RADICO KHAITAN LIMITED
Regd. Office : Bareilly Road, Rampur - 244 901 (U.P.)

PROXY FORM

Regd. Folio No(s)/DP & Client ID No.....
No. of Shares.....
I/We
of being a member/
members of the above named company hereby appoint Mr. of
.....OR failing him, Mr.
of
as my/our proxy to vote for me/us on my/our behalf at the 27th Annual General Meeting of the Company to be held
on Friday, September 9th, 2011 at 1.00 p.m. and at any adjournment thereof.

Signed this day of.....2011

Signature.....

Affix
15 Paise
Revenue
Stamp

- Note :**
- 1. This instrument of proxy shall be deposited at the registered office of the Company not less than 48 (fourty eight) hours before the holding of the meeting.**
 - 2. The proxy holder need not be a Member of the Company.**



RADICO KHAITAN LIMITED
Regd. Office : Bareilly Road, Rampur - 244 901 (U.P.)

ATTENDANCE SLIP

(for attending the 27th Annual General Meeting to be held on Friday, September 9th, 2011 at 1.00 p.m.)

Regd. Folio No(s)/DP & Client ID No.
No. of Shares
Name of Shareholder/ Proxy holder/Representative.....
Address
.....
Date Signature