



Radico Khaitan Limited

Registered Office: Bareilly Road, Rampur – 244 901 (U.P.)

CIN No.L26941UP1983PLC027278

E-mail: Info@radico.co.in Website: www.radicokhaitan.com

Ph.: 0595-2350601-2, Fax.: 0595-2350009

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of Radico Khaitan Limited (RKL), will be held on Friday, 29th September 2017 at 1.00 p.m. at the registered office of the Company at Rampur Distillery, Bareilly Road, Rampur - 244 901 (U.P.) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Standalone / Consolidated Audited Accounts of the Company consisting of the Balance Sheet as at 31st March 2017 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 on Equity Shares for the year ended 31st March 2017.
3. To appoint a Director in the place of Mr. Abhishek Khaitan (DIN: 00772865) who shall retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible offers himself for re-appointment.
4. To ratify the appointment of M/s. BGJC & Associates LLP., Chartered Accountants (Firm Registration no.003304N) the retiring Auditors, to hold office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

Special Business:

5. **To re-appoint Dr. Lalit Khaitan, as Chairman & Managing Director and in this regard to pass the following resolution as a Special Resolution.**

“RESOLVED THAT pursuant to the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the shareholders be and is hereby accorded, to the appointment of Dr. Lalit Khaitan (holding DIN No.00238222), as the “Chairman & Managing Director” of the Company for a period of five years effective from 20th February 2018, as on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Directors / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Director and Nomination and Remuneration Committee.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper

or expedient to give effect to this Resolution.”

6. To re-appoint Mr. Abhishek Khaitan, as Managing Director and in this regard to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the shareholders be and is hereby accorded, to the appointment of Mr. Abhishek Khaitan (holding DIN No. 00772865), as the “Managing Director” of the Company for a period of five years effective from 20th February 2018, as on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Director/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Director and Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. To re-appoint Mr. K.P. Singh, as Whole Time Director and in this regard to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any of the

Companies Act, 2013,(including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable rules framed under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the shareholders be and is hereby accorded, to the appointment of Mr. K.P. Singh (holding DIN No. 00178560), as the “Whole Time Director” of the Company for a period of five years effective from 20th February 2018, as on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Director/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Director and Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

8. To ratify the remuneration of Cost Auditor for the financial year ended March 31, 2018 and in this regard to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, Mr. S.N. Balasubramanian (Membership No.1358), Cost Accountant, R/o. Flat No. H-301, Green Valley Apartment, Plot No.18, Sector-22, Dwarka, New Delhi -110 077, appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18 be paid remuneration of Rs.1 lac (Rupees one lac only) apart from

reimbursement of actual expenses to be incurred by him in connection with conducting the audit of cost records of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

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

Place: New Delhi **Amit Manchanda**
Date : 26.07.2017 **Vice President – Legal &**
Company Secretary
FCS No.6615

NOTES

- (1) **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of a Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**

Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing

their representative to attend and vote on their behalf at the meeting.

Members are requested to notify immediately the changes of address, if any, to the Company or the Share Transfer Agent/ Registrar.

- (2) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- (3) 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.
- (4) 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.
- (5) 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 and Sundays, between 11.00 a.m. to 1.00 p.m. upto the date of the Meeting.
- (6) (a) The Company has already notified closure of Register of Members and Transfer Books from 23.9.2017 to 29.9.2017 (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 after 5.10.2017 to those Members whose names shall appear on the Company's Register of Members on 23.9.2017. 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 at the closing hours on 22.9.2017.

Members holding shares in electronic form are requested to furnish the new Bank Account Number allotted to them by their bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to their Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.

Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Karvy Computershare Private Limited or the Secretarial Department of the Company immediately.

Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number latest by 22.9.2017 to our Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31&32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

- (7) Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96, 1997, 1998, 1999, 2000, 2001-2002, 2002-2003, 2003-04, 2004-05, 2005-06, 2006-07, 2007-08 and 2008-09 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Dividends for the financial year ended 31.03.2010 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 Registrar and Shares Transfer Agent, M/s. Karvy Computershare Private Limited

Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed or unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made in respect of any such claim. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No.17/2012 dated 23rd July, 2012 has directed companies to upload on the company's website information regarding unpaid and unclaimed dividend.

In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.radicokhitan.com

- (8) Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Karvy Computershare Private Limited, immediately of:

(a) Change in their Residential status on return to India for permanent settlement.

(b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.

- (9) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the members have

been provided with the facility to cast their votes electronically, through the e-voting services provided by M/s. Karvy Computershare Private Limited, on all resolutions set forth in this Notice. **A separate leaflet is Annexed to this notice, inter alia, indicating the process and manner of e-voting** and is being sent to all members whose email IDs are registered with the Company / Depository Participant (s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

The Company has appointed M/s. TVA & Co. LLP, Company Secretary firm, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.radicokhaitan.com and on the website of M/s. Karvy Computershare Private Limited immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE and NSE.

(10) In accordance with the provisions of Schedule VI of SEBI (Listing Obligations & Disclosures Requirement) Regulations 2015, the Company had opened a demat account namely "Radico Khaitan Limited – Unclaimed Suspense Account" with Stock Holding Corporation of India Limited and as on 31.3.2017, 849977 shares of 2552 Members are held in this account. For claiming these shares please write to the Company at Bareilly Road, Rampur – 244 901 (U.P.), 0595-2350601/2, 0595-2351703, Fax 0595-2350009, email – info@radico.co.in.

(11) Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send the Notice of Annual General Meeting, financial statements and other communication in electronic form. The Company is sending the Annual Report including the Notice of Annual General Meeting, audited financial statements, Director's Report, Auditor's Report along with their annexures etc. for the financial year 2016-17 in the electronic mode to the shareholders who have registered their e-mail ids with the Company and / or other respective Depository Participants (DPs). The documents being served in electronic form will also be available on Company's website www.radicokhaitan.com. In case you desire to receive the documents mentioned above in physical form, you are requested to intimate the Company at Bareilly Road, Rampur – 244 901 (U.P.), Tel.No.0595-2350601/2, 0595-2351703,

Fax No. 0595-2350009,
email – info@radico.co.in.

A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

(12) Green Initiative:

In view of green initiative measures taken by MCA to save papers, you are requested to provide your email id to the Company or update id with your DP's, so that all the communications along with notices and Annual Reports may be sent through electronic mode. The shareholders may seek physical copy also.

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

**Place : NewDelhi Amit Manchanda
Date : 26.07.2017 Vice President – Legal &
 Company Secretary
 FCS No.6615**

ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No.5

The shareholders had approved the appointment of Dr. Lalit Khaitan as Chairman & Managing Director of the Company w.e.f. 20.2.2013 for a period of 5 years at their meeting held on 30th September 2013. As the present term of appointment of Dr. Lalit Khaitan would be expiring on 20th February 2018, the Board of Directors have, subject to the approval of the shareholders, reappointed Dr. Lalit Khaitan, as Chairman & Managing Director of the Company w.e.f. 20.2.2018 for a period of 5 years on the

remuneration, terms and conditions recommended by the Nomination and Remuneration Committee as set out herein.

While reappointing Dr. Lalit Khaitan, as Chairman & Managing Director of the Company, the Board of Directors considered his contribution to the overall progress of the Company. During his tenure, the Company has achieved remarkable growth with its gross turnover crossing Rs.4867 Crores in FY 2016-17.

The Board is of the opinion that his services should continue to be available to the Company to achieve to still greater heights by reappointing him as the Chairman & Managing Director as mentioned in the resolution, subject to the approval of the shareholders.

While taking into consideration the roles and responsibilities of the Chairman & Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 26th July 2017 approved the remuneration, terms and conditions of the reappointment of Dr. Lalit Khaitan, subject to the approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

**I) Salary, Allowances and Commission
(hereinafter referred to as "Remuneration"):**

- a) Salary comprising:
 - (i) Basic salary: At the rate not exceeding Rs.30,00,000/- per month; and
 - (ii) Allowances: Not exceeding one time the Basic salary,

with increments as may be decided by the Board of Directors of the Company from time to time, subject to a ceiling on increment of 20% in a year over the existing Basic salary and Allowances.

b) Commission and Performance linked incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time. The payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board.

- g. Use of communication devices such as telephones, audit and video conference facilities etc., at the residence. Personal long distance telephone calls shall be borne by the Company.
- h. Encashment of leave at the end of his tenure or during the tenure as per policy of the Company.
- i. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- j. Expenses on shifting of residence.
- k. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Dr. Lalit Khaitan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in 1(a) above for the relevant period. The perquisites mentioned above from (h) to (k) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

II) Perquisites:

1. In addition to the Remuneration as stated above Dr. Lalit Khaitan shall be entitled, as per Rules of the Company, to perquisites like:
 - a. Rent-free furnished residential accommodation with free use of all the facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
 - b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
 - c. Personal Accident Insurance Premium.
 - d. Air passage and / or leave travel allowance for self and members of his family residing in India and for visit to India of the members of his family not residing in India.
 - e. Subscription to clubs.
 - f. Use of Company maintained cars with drivers for business and personal use.

2. The Board of Directors or Committee thereof may, in their discretion, revise / modify any of the terms from time to time, within the limits stipulated.

III) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Dr. Lalit Khaitan

remuneration by way of salary, allowances, perquisites not exceeding twice the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Dr. Lalit Khaitan.

IV) Other Terms:

Subject to the superintendence, control and direction of the Board of Directors, Dr. Lalit Khaitan shall manage and conduct the business and affairs of the Company.

The appointment can be terminated by Dr. Lalit Khaitan or the Company, by one party giving to the other 3 (three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

As the terms of the reappointment and remuneration proposed are in conformity with the relevant provisions of the Companies Act 2013 read with Schedule V to the said Act, Central Government approval is not required for the reappointment. Further, Dr. Lalit Khaitan has attained the age of 70 years, accordingly the Board hereby place, this resolution before the shareholders, as Special Resolution.

Mr. Abhishek Khaitan and Ms. Shailja Devi being relative of Dr. Lalit Khaitan are interested in the above resolution.

The Board recommends the resolution set out at Item No.5 to the shareholders for their approval.

Item No.6

The shareholders had approved the appointment of Mr. Abhishek Khaitan as Managing Director of the Company w.e.f. 20.2.2013 for a period of 5 years at their meeting held on 30th September 2013. As the present term of appointment of Mr. Abhishek Khaitan would be expiring on 20th February 2018, the Board of Directors have, subject to the approval of the shareholders,

reappointed Mr. Abhishek Khaitan, as Managing Director of the Company w.e.f. 20.2.2018 for a period of 5 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee as set out herein.

While taking into consideration the roles and responsibilities of the Managing Director and since there has been a considerable increase in the duties and responsibilities performed by the Managing Director, the Board of Directors has recommended to the shareholders for the reappointment of the Managing Director for a further term of 5 years.

The Board is of the opinion that his services should continue to be available to the Company to achieve to still greater heights by reappointing him as the Managing Director as mentioned in the resolution, subject to the approval of the shareholders.

While taking into consideration the roles and responsibilities of the Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 26th July 2017 approved the remuneration, terms and conditions of the reappointment of Mr. Abhishek Khaitan, subject to the approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

I) Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):

a) Salary comprising:

- (i) Basic salary: At the rate not exceeding Rs.30,00,000/- per month; and
- (ii) Allowances: Not exceeding one time the Basic salary,

with increments as may be decided by the Board of Directors of the Company from time to time, subject to a ceiling on increment of 20% in a year over the existing Basic salary and Allowances.

b) Commission and Performance linked incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time. The payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board.

conference facilities etc., at the residence. Personal long distance telephone calls shall be borne by the Company.

- h. Education Allowance for children, whether abroad or in India.
- i. Encashment of leave at the end of his tenure or during the tenure as per policy of the Company.
- j. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- k. Expenses on shifting of residence.

II) Perquisites:

1. In addition to the Remuneration as stated above Mr. Abhishek Khaitan shall be entitled, as per Rules of the Company, to perquisites like:

- a. Rent-free furnished residential accommodation with free use of all the facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
- b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal Accident Insurance Premium.
- d. Air passage and / or leave travel allowance for self and members of his family residing in India and for visit to India of the members of his family not residing in India.
- e. Subscription to clubs.
- f. Use of Company maintained cars with drivers for business and personal use.
- g. Use of communication devices such as telephones, audit and video

l. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Abhishek Khaitan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in I(a) above for the relevant period. The perquisites mentioned above from (h) to (l) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

2. The Board of Directors or Committee thereof may, in their discretion, revise / modify any of the terms from time to time, within the limits stipulated.

III) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Abhishek Khaitan remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid

down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Abhishek Khaitan.

IV) Other Terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Abhishek Khaitan shall manage and conduct the business and affairs of the Company.

The appointment can be terminated by Mr. Abhishek Khaitan or the Company, by one party giving to the other 3 (three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

As the terms of the reappointment and remuneration proposed are in conformity with the relevant provisions of the Companies Act 2013 read with Schedule V to the said Act, Central Government approval is not required for the reappointment. Accordingly the Board is hereby place this resolution before the shareholders, as Ordinary Resolution.

Dr. Lalit Khaitan and Ms. Shailja Devi being relative of Mr. Abhishek Khaitan are interested in the above resolution.

The Board recommends the resolution set out at Item No.6 to the shareholders for their approval.

Item No.7

The shareholders had approved the appointment of Mr. K.P. Singh as Whole Time Director of the Company w.e.f. 20.2.2013 for a period of 5 years at their meeting held on 30th September 2013. As the present term of appointment of Mr. K.P. Singh would be expiring on 20th February 2018, the Board of Directors have, subject to the approval of the shareholders, reappointed Mr. K.P. Singh, as Whole Time Director of the Company w.e.f. 20.2.2018 for a period of 5 years on the remuneration, terms and conditions

recommended by the Nomination and Remuneration Committee as set out herein.

While taking into consideration the roles and responsibilities of the Whole Time Director and since there has been a considerable increase in the duties and responsibilities performed by the Whole Time Director the Board of Directors has recommended to the shareholders for the reappointment of the Whole time Director for a further term of 5 years.

The Board is of the opinion that his services should continue to be available to the Company to achieve to still greater heights by reappointing him as the Whole time Director as mentioned in the resolution, subject to the approval of the shareholders.

While taking into consideration the roles and responsibilities of the Whole Time Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and Remuneration Committee, the Board at their meeting held on 26th July 2017 approved the remuneration, terms and conditions of the reappointment of Mr. K.P. Singh, subject to the approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

I) Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):

a) Salary comprising:

- (i) Basic salary: At the rate not exceeding Rs.7,00,000/- per month; and
- (ii) Allowances: Not exceeding one time the Basic salary,

with increments as may be decided by the Board of Directors of the Company from time to time, subject to a ceiling on increment of 20% in a year (following April to March year) over the existing Basic salary and Allowances, as on 1st April every year, commencing from 1st April 2018.

b) Commission and Performance linked incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time. The payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board.

- h. Expensed pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company.
- i. Encashment of leave at the end of his tenure or during the tenure as per policy of the Company.
- j. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- k. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. K.P. Singh.

II) Perquisites:

1. In addition to the Remuneration as stated above Mr. K.P. Singh shall be entitled, as per Rules of the Company, to perquisites like:
 - a. He shall be entitled to House Rent Allowance and Attendant allowance as per policy of the Company.
 - b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies for self and family, as per Company Policy.
 - c. Use of Company maintained cars with drivers for business and personal use.
 - d. Reimbursement of Petrol Expenses will be as per the Company policy at the rates prevailing in the Market from time to time on production of bills in original.
 - e. Car Maintenance will be as per Company Car Policy, on production of actual bills.
 - f. Use of communication devices such as telephones, audit and video conference facilities etc., at the residence.
 - g. Reimbursement for Books and Periodicals as per the Company Policy.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in I(a) above for the relevant period. The perquisites mentioned above from (d) to (h) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

III) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. K.P. Singh remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. K.P. Singh.

IV) Other Terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. K.P. Singh shall manage and conduct the business and affairs of the Company.

The appointment can be terminated by Mr. K.P. Singh or the Company, by one party giving to the other 3 (three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

As the terms of the reappointment and remuneration proposed are in conformity with the relevant provisions of the Companies Act 2013 read with Schedule V to the said Act, Central Government approval is not required for the reappointment. Accordingly the Board is hereby place this resolution before the shareholders, as Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set out at Item No.7 to the shareholders for their approval.

Item No.8

Pursuant to Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost

Auditors should be ratified by the shareholders of the Company. Board of Directors had in its meeting held on 23rd May 2017, and on the basis of recommendations of the Audit Committee appointed Mr. S.N. Balasubramanian (Membership No.1358), Cost Accountant, R/o Flat No. H-301, Green Valley Apartment, Plot No.18, Sector-22, Dwarka, New Delhi - 110 077, as the Cost Auditor to conduct audit of cost records of the Company for the financial year 2017-18 in respect of the business activities of manufacturing and bottling of alcohol and subject to ratification by shareholders, fixed their remuneration at Rs.1 lac (Rupees one lac only) apart from reimbursement of actual expenses to be incurred by him in connection with conducting the said audit.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set out at Item No.8 to the shareholders for their approval.

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

Place:NewDelhi **Amit Manchanda**
Date : 26.07.2017 **Vice President – Legal &**
Company Secretary
FCS No.6615

**FORM NO.MGT-11
PROXY FORM**

(Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Company: Radico Khaitan Limited
Registered Office: Bareilly Road, Rampur – 244 901 (U.P.)
CIN: L26941UP1983PLC027278
Email: info@radico.co.in Website: www.radicokhaitan.com
Ph: 0595-2350601-2, Fax: 0595-2350009

Name of the Member (s)	
Registered Address	
Email id	
Folio No. / Client Id:	
* DP ID	

I / We, being the member (s) of Radico Khaitan Ltd. (hereinafter called “the Company”) hereby appoint:

- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him
- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him
- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company to be held on the Friday, the 29th day of September 2017 at 1.00 P.M. at the Registered office of the Company at Bareilly Road, Rampur – 244 901 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	For	Against
1.	To adopt the Standalone / Consolidated Annual Accounts of the Company including Report of Board of Directors and Auditors		
2.	To Declare Dividend on Equity Shares		
3.	To appoint a director in place of Mr. Abhishek Khaitan, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To ratify the appointment of M/s. BGJC & Associates Chartered Accountants, as Statutory Auditors of the Company.		
5.	To re-appoint Dr. Lalit Khaitan as Chairman & Managing Director of the Company.		
6.	To re-appoint Mr. Abhishek Khaitan as Managing Director of the Company.		
7.	To re-appoint Mr. K.P. Singh as Whole Time Director of the Company.		
8.	To ratify remuneration of Mr. S.N. Balasubramanian, as Cost Auditor of the Company.		

Signed this _____ day of _____ 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix Re.1.00
Revenue Stamp
Signature

Notes

- This form should be signed across the stamp as per specimen signature registered with the Company.
- This form of Proxy in ended, to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- A proxy need not be a member of the Company.
- A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Please put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate. This is only optional.

* Applicable for investors holding shares in demat form.

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Radico

Radico Khaitan Limited

Registered Office: Bareilly Road, Rampur – 244 901 (U.P.)

CIN No.L26941UP1983PLC027278

Email: info@radico.co.in Website: www.radicoKhaitan.com

Ph: 0595-2350601-2, Fax: 0595-2350009

ATTENDANCE SLIP

Regd. Folio No. / DP Id – Client ID : _____

Name & Address of First / Sole Shareholder : _____

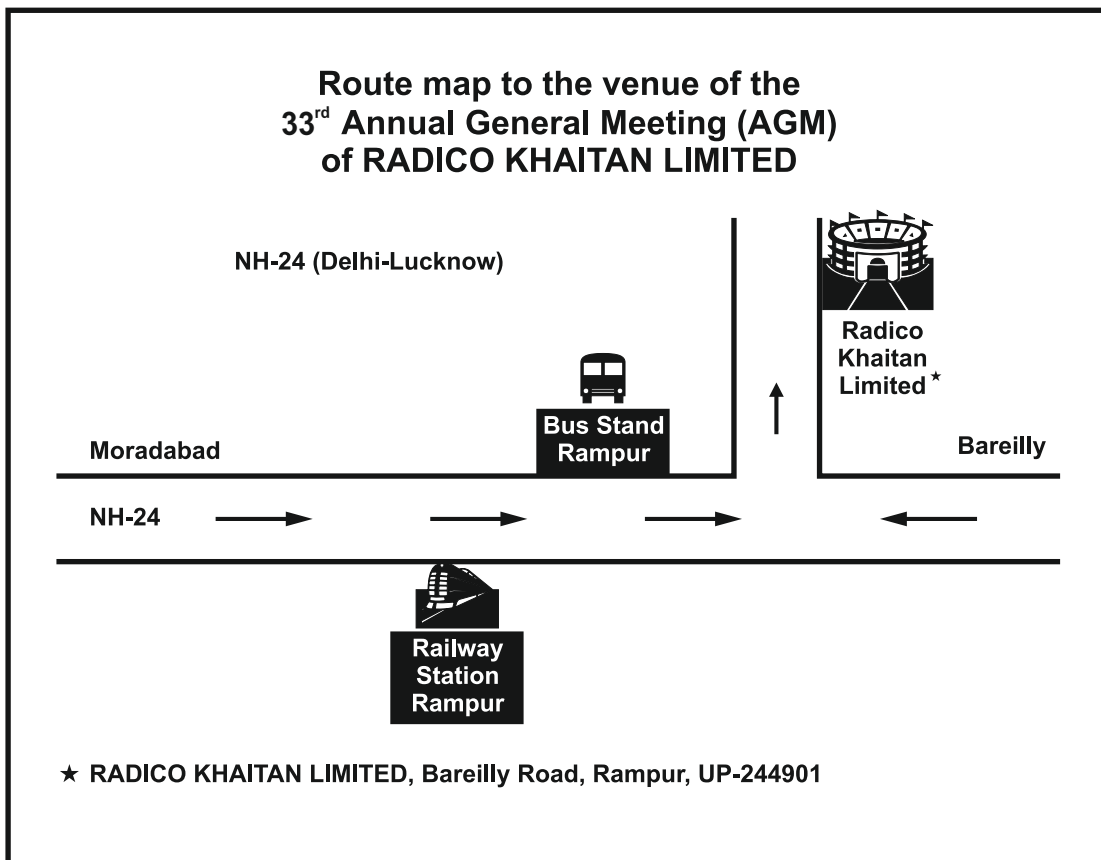
No. of Shares held : _____

I hereby record my presence at the 33rd Annual General Meeting of the Company to be held on Friday, 29th day of September 2017 at 1.00 p.m. at Bareilly Road, Rampur – 244 901 (U.P.).

Signature of Member / Proxy

Notes:

- a) Only Member / Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.



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