



Radico

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 34th Annual General Meeting of the Members of Radico Khaitan Limited (RKL), will be held on Friday, 31st August, 2018 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 and Consolidated Audited Accounts of the Company consisting of the Balance Sheet as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date including Notes thereto together with Reports of the Board and Auditors thereon.
2. To declare dividend @ Rs.1/- per equity share of face value of 2/- for the year ended 31st March, 2018.
3. To appoint a Director in the place of Mr. K.P. Singh (DIN: 00178560) 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.

Special Business:

4. **To consider and if thought fit, to pass with or without modification(s), 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. R. Krishnan (Membership No. 7799), 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 2018-19 be paid remuneration of Rs.1

Lakh(Rupees One Lakh 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

Date : 03.05.2018

**Amit Manchanda
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) Rule, 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 and 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 28.08.2018 to 31.08.2018 (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 @ Rs. 1/- per equity share if declared at the Meeting, will be paid on or after 05.9.2018 to those Members whose names shall appear on the Company's Register of Members on 28.08.2018. 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 27.08.2018.

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 27 .08. 2018 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 already initiated necessary action for transfer of all the shares in respect of which dividend declared for the Financial Years has not been paid or claimed by the Members for 7 (Seven) consecutive years or more. Members are advised to visit weblink www.radicokhaitan.com to ascertain details of shares liable for transfer in the name of IEPF authority.

Dividends for the financial year ended 31.03.2011 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

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 441502. equity shares of Rs.2 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 31st October, 2017 in compliance with the procedure specified under the IEPF Rules. The

details of shareholders and shares transferred to the IEPF Account are uploaded on the "Investors Section" of the website of the Company www.radicokhaitan.com Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2010-2011 are requested to claim the same. In case of non receipt of any such claim, the Company will proceed to transfer the respective shares to the IEPF Authority in terms of the IEPF Rules."

In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend and the same can be viewed on www.radicokhaitan.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 thereunder and Clause 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 34th 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 E-voting period commence on 27.08.2018 from 09.00 am and ends on 30.08.2018 upto 05.00 pm.

The facility for voting, either through ballot / show hands shall also be made available to the Members attending the AGM who have not cast their vote by e-voting shall be able to exercise their vote at the meeting.

The Members who have cast their vote by e-voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote again.

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 alongwith 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 and Disclosure Requirements) 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 31.3.2018, 843577 shares of 2540 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 2017-18 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 : New Delhi
Date : 03.05.2018**

**Amit Manchanda
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.4

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 03.05.2018, and on the basis of recommendations of the Audit Committee appointed Mr. R. Krishnan (Membership No. 7799), Cost Accountant of 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 2018-19 in respect of the business activities of manufacturing and bottling of alcohol and subject to ratification by shareholders, fixed their remuneration at Rs.1 Lakh(Rupees One Lakh 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.4 as an ordinary resolution to the shareholders for their approval.

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

**Place : New Delhi
Date : 03.05.2018**

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

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 34th Annual General Meeting of the Company to be held on the Friday, the 31st day of August 2018 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 and Consolidated Annual Accounts of the Company including Report of Board of Directors and Auditors		
2.	To Declare Dividend on Equity Shares @ Rs. 1/- per equity share of face value Rs. 2/-		
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 approve remuneration of Mr. R. Krishnan, as Cost Auditor of the Company.		

Signed this _____ day of _____ 2018

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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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 34th Annual General Meeting of the Company to be held on Friday, 31st day of August 2018 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.



