

REPORT OF SCRUTINIZER

CONSOLIDATED

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies
(Management and Administration) Rules, 2014)**

To,

The Chairman
Radico Khaitan Limited
Bareilly Road, Rampur-244901
Uttar Pradesh

Dear Sir,

I, Tanuj Vohra, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Radico Khaitan Limited (the Company) for the purpose of scrutinizing the process of remote e-voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting by means of ballot or polling papers pursuant to section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in a fair and transparent manner in respect to the below mentioned resolutions deemed to be passed at the 31st Annual General Meeting of the shareholders of the Company held on Wednesday, September 30, 2015 at 01:00 A.M. at Rampur Distillery, Bareilly Road, Rampur-244901 (Uttar Pradesh), submit my report as under:

1. The notice dated August 10, 2015 convening 31st Annual General Meeting of the Company along with the statement under section 102 of the Companies Act, 2013, setting out the material facts and disclosures as required to be stated under Rule 20(4)(iii) and (iv) of the Companies (Management and Administration) Rules, 2014, was duly sent to the shareholders in respect to the below mentioned resolutions passed at the said Annual General Meeting held on September 30, 2015.



2. The Company has availed the e-voting facility offered by Karvy Computershare Private Limited (KCPL) for conducting remote e-voting by the equity shareholders of the Company.
3. In accordance with the Notice sent to the shareholders of the Company and the advertisement published, pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, the e-voting commenced on September 25, 2015 from 09:00 A.M. and ended on September 29, 2015 at 05:00 P.M.
4. The shareholders of the Company holding shares as on September 23, 2015 "cut off date" were entitled to vote on the proposed resolutions as set out in the Notice of the 31st Annual General Meeting of the Company.
5. The sealed ballot box was opened and the votes casted through remote e-voting were unblocked in the presence of two witnesses, Ms. Bhawna and Ms. Anuja Singh Parihar, who were not in the employment of the Company and who have signed below as witness to the unblocking of the votes.
6. The Consolidated Results of remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and Poll conducted pursuant to Section 109 of the Companies Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 is as under:

Resolution-1: Ordinary Resolution

To adopt Audited Annual Accounts of the Company including Report of Board of Directors and Auditors

Valid Votes

Particulars	Number of Members casted votes			Number of votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	58	14	72	82747634	2909539	85657173	99.9999
Dissent	1	0	1	94	0	94	0.0001
Total	59	14	73	82747728	2909539	85657267	100

Invalid votes

Total Number of members whose votes were declared invalid	Total number of votes casted
0	-



Based on the above, the Resolution has been passed with requisite majority

Resolution-2: Ordinary Resolution

To declare Dividend on Equity Shares

Valid Votes

Particulars	Number of Members casted votes			Number of votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	62	14	76	84890716	2909539	87800255	99.9999
Dissent	1	0	1	94	0	94	0.0001
Total	63	14	77	84890810	2909539	87800349	100

Invalid votes

Total Number of members whose votes were declared invalid	Total number of votes casted
0	-

Based on the above, the Resolution has been passed with requisite majority

Resolution-3: Ordinary Resolution

To appoint a director in place of Mr. Abhishek Khaitan, who retires by rotation and being eligible, offers himself for re-appointment

Valid Votes

Particulars	Number of Members casted votes			Number of votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	59	14	73	84352515	2909539	87262054	99.3869
Dissent	3	0	3	538292	0	538292	0.6131
Total	62	14	76	84890807	2909539	87800346	100

Invalid votes

Total Number of members whose votes were declared invalid	Total number of votes casted
0	-

Based on the above, the Resolution has been passed with requisite majority



Resolution-4: Ordinary Resolution

To appoint M/s. V. Sankar Aiyar & Co., Chartered Accountants, as Statutory Auditors of the Company

Valid Votes

Particulars	Number of Members casted votes			Number of votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	61	12	73	84890713	19993	84910706	96.7089
Dissent	1	2	3	94	2889546	2889640	3.2911
Total	62	14	76	84890807	2909539	87800346	100

Invalid votes

Total Number of members whose votes were declared invalid	Total number of votes casted
0	-

Based on the above, the Resolution has been passed with requisite majority

Resolution-5: Ordinary Resolution

To approve remuneration of Mr. S.N. Balasubramanian, as Cost Auditor of the Company

Valid Votes

Particulars	Number of Members casted votes			Number of votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	61	14	75	84890713	2909539	87800252	99.9999
Dissent	1	0	1	94	0	94	0.0001
Total	62	14	76	84890807	2909539	87800346	100

Invalid votes

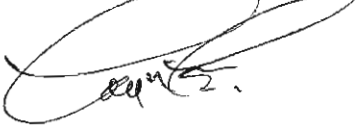
Total Number of members whose votes were declared invalid	Total number of votes casted
0	-



Based on the above, the Resolution has been passed with requisite majority

Thanking you
Yours Faithfully

For Tanuj Vohra & Associates



Scrutinizer
Tanuj Vohra
Practicing Company Secretary
M. No.: F5621; CP No.: 5253



Delhi, October 01, 2015

Countersigned by

For Radico Khaitan Limited

Krishan Pal Singh
Chairman
DIN No.: 00178560

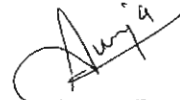
Delhi, October 01, 2015

We, the undersigned witnesseth that the ballot box was opened and votes casted through remote e-voting were unblocked from the e-voting website of Karvy Computershare Private Limited (KCPL) in our presence on September 30, 2015 at the office of the Scrutinizer.



Bhawna
J-34, Street No. 6, Laxmi Nagar
Delhi-110092

Delhi, October 01, 2015



Anuja Singh Parihar
T-52, Church Lane, Bhogal
New Delhi -110014

Delhi, October 01, 2015