



Radico Khaitan Limited

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

CIN No.L26941UP1983PLC027278

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

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

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of Radico Khaitan Limited (RKL), will be held on Monday, 11th day of July 2016 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 Audited Accounts of the Company consisting of the Balance Sheet as at 31st March 2016 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 2016.
3. To appoint a Director in the place of Ms. Shailja Devi (DIN: 01038584) (Women Director) who shall retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible offers herself for re-appointment.
4. To appoint M/s. BGJC & Associates, Chartered Accountants (Firm Registration No. 003304N), as Statutory Auditors of the Company in place of M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W), the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting, until the conclusion of sixth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, consent of the members is hereby accorded for appointment of M/s. BGJC & Associates, Chartered Accountants, (Firm Registration No.003304N), as the Statutory Auditors of the Company, to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of the 37th Annual

General Meeting of the Company subject to ratification at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

Special Business:

5. 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. 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 2016-17 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
Amit Manchanda
Group Head – Legal &
Company Secretary
FCS No.6615**

**Place: New Delhi
Date: 25.05.2016**

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 the 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.

- (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. and 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 Wednesday, 6th July, 2016 to Monday, 11th July, 2016 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.

Members are requested to notify any changes in their address to the Company / RTA / Depository Participant as the case may be.

- (b) The dividend on Equity Shares, if declared at the Meeting, will be paid on or before 10th August, 2016 to those Members whose names shall appear on the Company's Register of Members on 5th July, 2016. 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 5th July, 2016.
- (7) Pursuant to the provisions of Section 124 and 125 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 and 2007-08 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Dividends for the financial year ended 31.03.2009 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 and 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.

- (8) In accordance with Section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report 2015-16 is being sent to all the members whose email address (es) are registered with the Company / Depository Participant(s) unless any member has requested for a hard copy of the same. Further, in accordance with Listing Agreement and Section 136 of the Companies Act, 2013 including Rule 10 of the Company (Accounts) Rules, 2014 the hard copies of Abridged Annual Report 2015-16 is being sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest by submitting the duly filled in "e-Communication Registration Form" (available on Company's website www.radicokhaitan.com in the Investor Centre Section) to the Company/RTA. Members can also submit their form along with Attendance Slip at the Registration Counter at AGM. Members

holding shares in dematerialized form are requested to register their email address with their Depository Participant only. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, free of cost. The Notice of 32nd Annual General Meeting and the Annual Report 2015-16 is also available on the Company's website www.radicokhaitan.com for download by the members. The Notice of AGM is also available on the website of RTA- Karvy Computershare Pvt. Ltd. at <https://evoting.karvy.com> The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

- (9) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India, 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 32nd 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. Tanuj Vohra & Associates, 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 3 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 Regulation 33 (3) of the 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 31.3.2016 854592 shares of 2560 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 2015-16 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) The Company had received Special Notice dated 17th May, 2016 under Section 140(4) (i) read with Section 115 of the Companies Act, 2013 from a Member of the Company recommending appointment of BGJC & Associates (Firm Registration No. 003304N), Chartered Accountants, as Statutory Auditors in place of M/s. V. Sankar Aiyar & Co. (Firm Registration No. 109208W), Chartered Accountants, the retiring Statutory Auditors. The change in the Statutory Auditor is proposed to ensure good governance and in compliance of regulatory changes under the Companies Act,

2013. The Company had sent a copy of the said Special Notice to the retiring Statutory Auditors, M/s. V. Sankar Aiyar & Co., who have confirmed in writing to the Company that there are no matters in connection with their non appointment that need to be brought to the attention of the Shareholders of the Company.

The Audit Committee has considered the qualifications and experience of the proposed auditor and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution. Written consent of the proposed auditors together with a certificate certifying that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit & Auditors Rules) 2014 has been received.

(13) 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**

**Amit Manchanda
Group Head – Legal &
Company Secretary
FCS No.6615**

**Place: New Delhi
Date: 25.05.2016**

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

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 25th May 2016, 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 2016-17 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.5 to the shareholders for their approval.

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

**Amit Manchanda
Group Head – Legal &
Company Secretary
FCS No.6615**

**Place: New Delhi
Date:25.05.2016**

**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:

1. Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him
2. Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him
3. Name: _____ Address: _____
Email Id: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 32nd Annual General Meeting of the Company to be held on Monday, the 11th day of July 2016 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 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 Ms. Shailja Devi, who retires by rotation and being eligible, offers herself for re-appointment.		
4.	To Appoint M/s. BGJC& Associates, Chartered Accountants, as Statutory Auditors of the Company.		
5.	To approve remuneration of Mr. S.N. Balasubramanian, as Cost Auditor of the Company.		

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix Re.1.00
Revenue Stamp
Signature

Notes

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. **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.**
3. A proxy need not be a member of the Company.
4. 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.
5. 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 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 : _____

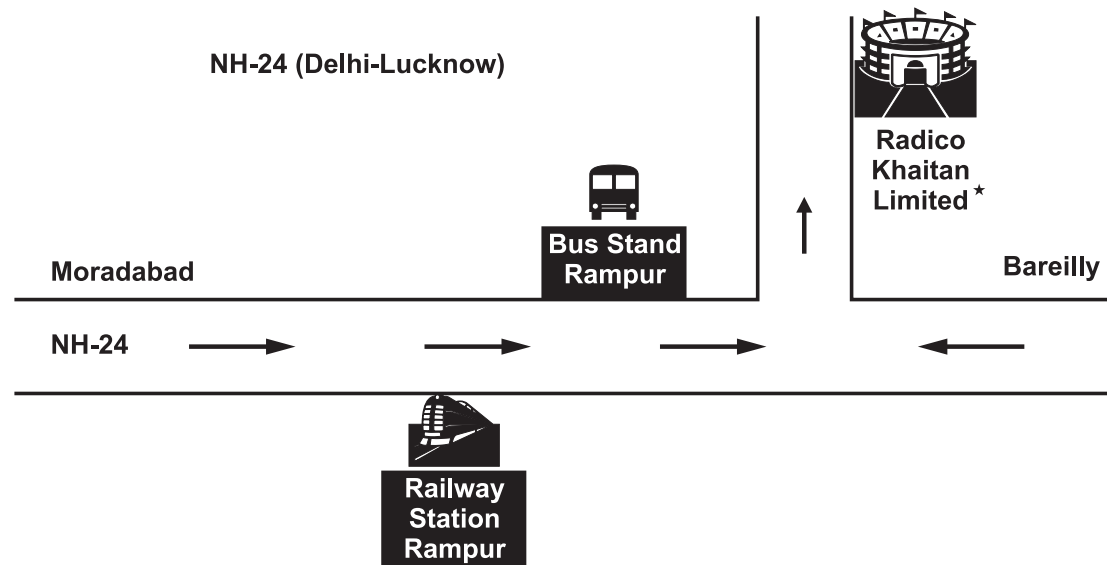
I hereby record my presence at the 32nd Annual General Meeting of the Company to be held on Monday, 11th day of July 2016 at 1.00 p.m. at Bareilly Road, Rampur – 244 901 (U.P.).

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.

Route map to the venue of the 32nd Annual General Meeting (AGM) of RADICO KHAITAN LIMITED



★ RADICO KHAITAN LIMITED, Bareilly Road, Rampur, UP-244901

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