



**Radico Khaitan Limited**

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

**CIN No.L26941UP1983PLC027278**

**E-mail: [Info@radico.co.in](mailto:Info@radico.co.in) Website: [www.radicokhaitan.com](http://www.radicokhaitan.com)**

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

## **NOTICE**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of Radico Khaitan Limited (RKL), will be held on Thursday, 26<sup>th</sup> day of September 2019 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 31<sup>st</sup> March, 2019 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.1.20 per equity share of face value of 2/- each for the year ended 31<sup>st</sup> March 2019.
3. To appoint a Director in the place of Mr. Abhishek Khaitan (DIN: 00772865), Director 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 a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Sarvesh Srivastava (holding DIN No. 06869261 )**, who was appointed as an Independent Director and who holds office of Independent Director till the date of this Annual General Meeting and being eligible has offered himself for reappointment and in respect of whom the Company has received a notice

in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years commencing from the date of 35<sup>th</sup> Annual General Meeting of the Company.”

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Dr. Raghupati Singhania (holding DIN No. 00036129)**, who was appointed as an Independent Director and who holds office of Independent Director till the date of this Annual General Meeting and being eligible, has offered himself for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years commencing from the date of 35<sup>th</sup> Annual General Meeting of the Company.”

6. **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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Ms. Sushmita Singha (holding DIN 02284266)**, who was appointed as an additional Non Executive Independent Director and who holds office of Independent Director till the date of this Annual General Meeting and being eligible, has offered herself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Non executive women Independent Director of the Company, not liable to retire by rotation and to hold office for a five consecutive years commencing from the date of 35<sup>th</sup> Annual General Meeting of the Company.”

**7. 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Tushar Jain (holding DIN 00053023)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08.08.2019 in terms of Section 161 (1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and being eligible offered himself for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from the date of 35<sup>th</sup> Annual General Meeting of the Company.”

**8. 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Mr. Sharad Jaipuria (holding DIN 00017049)**, who

was appointed as an Additional Director of the Company by the Board of Directors with effect from 08.08.2019 in terms of Section 161 (1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and being eligible offer himself for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from the date of 35<sup>th</sup> Annual General Meeting of the Company.”

**9. 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 2019-20 be paid remuneration of Rs.1.10 Lakhs (Rupees One Lakh Ten thousand 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 : 08.08.2019**

**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) 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 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 21.09.2019 to 26.09.2019 (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.1.20 per

equity share, if declared at the Meeting, will be paid on or after 01.10.2019 to those Members whose names shall appear on the Company's Register of Members on 21.09.2019. 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 20.09.2019.

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 Fintech 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 20.09.2019 to our Registrar and Share Transfer Agent, M/s. Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot number 31&32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

(7)

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 915215 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 08.10.2018 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](http://www.radicokhaitan.com) Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2011-2012 are requested to claim the same. In case of non-receipt of any such claim, the Company will proceed to transfer the Unclaimed Dividend to the IEPF Account 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](http://www.radicokhaitan.com)

(8) Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Karvy Fintech 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 Fintech Private Limited, on all resolutions set forth in this Notice. The Members whose names appear in the Register of Members/List of Beneficiary Owners as on September 20th, 2019 (cut-off date) i.e., a date not earlier than seven days before the date of general meeting shall only be allowed to vote.

Shareholders who have acquired shares after the dispatch of notice and before the cut-off date may approach the Company for issuance of User ID and Password for exercising their votes by electronic means.

**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 35<sup>th</sup> 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.

Pursuant to Section 108 of the Companies Act, 2013,

read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise the right to vote by electronic means.

The E-voting period commence on 22.09.2019 from 09.00 a.m. and ends on 25.09.2019 upto 05.00 p.m.

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 along with the report of the Scrutinizer shall be placed on the website of the Company [www.radicokhaitan.com](http://www.radicokhaitan.com) and on the website of M/s. Karvy Fintech 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 31.3.2019, **NIL Shares**.

(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 Standalone & Consolidated, Director's Report, Auditor's Report along with their annexures etc. for the financial year 2018-19 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](http://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.

**notices and Annual Reports may be sent through  
electronic mode. The shareholders may seek  
physical copy also.**

**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.**

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

**(12) Green Initiative:**

**Place : New Delhi**

**Date : 08.08.2019**

**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**

**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 & 5**

**Mr. Sarvesh Srivastava (holding DIN No. 06869261) and Dr. Raghupati Singhania(holding DIN No. 00036129)** , are Independent Directors and were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Sarvesh Srivastava and Dr. Raghupati Singhania holds office as Independent Directors of the Company up to the date of the ensuing Annual General Meeting of the Company (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report.

Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Section 149 of the Companies Act 2013 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

None of the Directors are disqualified from being appointed as Director in terms of Section 164 of the Act and has given their consent to act as Director.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the reappointment of Mr. Sarvesh Srivastava and Dr. Raghupati Singhania as Non Executive Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by them during their tenure, the continued association of Mr. Sarvesh Srivastava and Dr. Raghupati Singhania would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Sarvesh Srivastava and Dr. Raghupati Singhania as Non executive Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

The Company has received a notice, in writing, from a member pursuant to the provisions of the Companies Act, 2013 indicating the intention to propose their candidature for the office of the Director of the Company not liable to be retire by rotation.

Dr. Raghupati Singhania shall be attaining the age of 75 (seventy five) years on 08<sup>th</sup> December 2021, during the Second term of re-appointment, his continuation to reappointment as an Independent Non–Executive Director of the company for

3 years on the same terms and conditions of such re-appointment even after attaining the age of 75 Years is proposed by the way of Special Resolution in compliance to the regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations 2018.

Brief resume of these Directors are also given below for the reference of the members.

#### Brief profile

1	<b>Name</b>	Sarvesh Srivastava	Raghupati Singhania
2	<b>Date of Birth</b>	26/10/1954	08.12.1946
3	<b>Date of Appointment</b>	30/05/2014	28.1.2003
4	<b>Qualifications</b>	He has Bachelors Degree in Science with Botany, Zoology and Chemistry. He has been a Member of the Institute of Chartered Accountants of India since 1985.	B. Sc
5	<b>Expertise in specific functional Area</b>	He worked as a Manager – Taxation in a leading private commercial enterprise and subsequently developed private practice with primary emphasis on various aspects of Indian Taxation and Company Law matters including conduct of statutory audits, tax audits and special investigation for various organizations including corporate entities, banks, insurance companies, societies, trusts and other non profit entities.	Dr. Raghupati Singhania is an eminent industrialist and is the Chairman & Managing Director of J.K. Tyre & Industries Ltd. He is also on the Board of other J.K. Group of Companies.
6	<b>Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)</b>	NIL	1   Jk Agri Genetics Limited.
			2   Jk Tyre & Industries Limited.
			3   Bengal & Assam Company Limited.
			4   Jk Lakshmi Cement Limited.
			5   Fenner (India) Limited.
			6   Cavendish Industries Limited
			7   Dcm Engineering Limited
			8   JKT&I Employees Welfare Association Limited
7	<b>Memberships/ Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)</b>	NIL	1. JK Lakshmi Cements Ltd. (Member of Audit Committee and Chairman of Stakeholders Relationship Committee) 2. Bengal & Assam Co. Ltd. (Chairman of Stakeholders Relationship Committee)
8	<b>Number of shares held in the company</b>	NIL	NIL
9	<b>Relationship between Directors inter-se</b>	NIL	NIL

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Mr. Sarvesh Srivastava and Dr. Raghupati Singhania** are concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set out at Item No.4 & 5 to the shareholders for their approval.

#### Item No.6

Ms. Sushmita Singha was appointed as an Additional Director on the Board of the Company with effect from 1<sup>st</sup> April 2019 in terms of Section 161 (1) of the Companies Act, 2013 and in compliance of amended Regulation 17 (1) (a) of Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018. Ms. Sushmita Singha holds office until the ensuing 35<sup>th</sup> Annual General Meeting of the Company. Her appointment was made in the category of Non-executive and Independent.

Section 149 of the Companies Act 2013 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Ms. Sushmita Singha is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment of Ms. Sushmita Singha as Non Executive Independent Director for a term of 5 (five) years on the Board of the Company. The Board based on the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience appointment of Ms. Sushmita Singha would be beneficial to the Company Accordingly, it is proposed to appoint Ms. Sushmita Singha as Non executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company.

The Company has received a notice, in writing, from a member pursuant to the provisions of the Companies Act, 2013 indicating the intention to propose her candidature for the office of the Director of the Company not liable to be retire by rotation.

**Brief profile of Ms. Sushmita Singha is given below :**

<b>1</b>	<b>Name</b>	Sushmita Singha	
<b>2</b>	<b>Date of Birth</b>	13/05/1964	
<b>3</b>	<b>Date of Appointment</b>	01 <sup>st</sup> April 2019	
<b>4</b>	<b>Qualifications</b>	Post Graduate in English	
<b>5</b>	<b>Expertise in specific functional Area</b>	She has over 30 years of experience in the industry, international organizations and development sector. She has a Diploma in Urban Town Planning from the Human Settlement Management Institute (HSMI), New Delhi and Certification Course in Enhancement of Managerial Capability from the Indian Institute of Management (IIM), Lucknow, Uttar Pradesh.	
<b>6</b>	<b>Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)</b>	1.	Ginni International Ltd.
		2.	Kajaria Ceramics Limited
		3.	Greenpanel Industries Limited
<b>7</b>	<b>Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)</b>	NIL	
<b>8</b>	<b>Number of shares held in the company</b>	NIL	
<b>9</b>	<b>Relationship between Directors inter-se</b>	NIL	

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Sushmita Singha is concerned or interested, financial or otherwise, in the resolution.

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

**Item No. 7 & 8**

Mr. Tushar Jain and Mr. Sharad Jaipuria were appointed as an Additional Independent Directors on the Board of the Company with effect from 08.08.2019 in terms of Section 161 (1) of the Companies Act, 2013. By virtue of the aforesaid section, Mr. Tushar Jain and Mr. Sharad Jaipuria holds office until the date of ensuing 35<sup>th</sup> Annual General Meeting of the Company. Their appointments were made in the category of Non-executive and Independent.

Section 149 of the Companies Act 2013 and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

None of the Directors are disqualified from being appointed as Director in terms of Section 164 of the Act and has given their consent to act as Director.

The Nomination and Remuneration Committee of the Board of Directors, has recommended the appointment of **Mr. Tushar Jain** and **Mr. Sharad Jaipuria** as Non Executive Independent Directors for the term of 5 (five) consecutive years on the Board of the Company. The Board based on the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience appointment of Mr. Tushar Jain and Mr. Sharad Jaipuria would be beneficial to the Company Accordingly, it is proposed to appoint Mr. Tushar Jain and Mr. Sharad Jaipuria as Non Executive Independent Directors of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company.

The Company has received a notice, in writing, from a member pursuant to the provisions of the Companies Act, 2013 indicating the intention to propose their candidatures for the office of the Directors of the Company not liable to be retire by rotation.

**Brief Profile of Mr. Tushar Jain and Mr. Sharad Jaipuria is given below :**

<b>1</b>	<b>Name</b>	Tushar Jain:	Sharad Jaipuria
<b>2</b>	<b>Date of Birth</b>	26.08.1970	07/04/1957
<b>3</b>	<b>Date of Appointment</b>	08/08/2019	08/08/2019
<b>4</b>	<b>Qualifications</b>	He is M.Sc (Eco.) From BITS, Pilani, MBA (Finance), BITS, Pilani, and CLIA (Certified Irrigation Auditor), American Irrigation Association.	He is M. Com, LLB
<b>5</b>	<b>Expertise in specific functional Area</b>	<p>He has worked as Senior Associate, Investment Banking, Partner and later Managing Director of Automat Industries &amp; Smith Industrial Corporation and Founded Automat Irrigation in 2007.</p> <p>During his illustrious career Mr. Jain has won several awards in recognition of his services, namely</p> <ul style="list-style-type: none"> <li>• 4<sup>th</sup> National Awards for Technology Innovation from Ministry of Chemicals &amp; Fertilizers in the year 2013-14.</li> <li>• Best entrepreneur in Medium Sector across industries by ET Now in 2013.</li> <li>• National Award by Ministry of Micro, Small &amp; Medium Enterprises for Product/Process Innovation in the year 2015.</li> <li>• 7<sup>th</sup> Plasticon Awards for Best Entrepreneur by Plast India Foundation in the year 2014-15.</li> <li>• The Economic Times Polymers Awards for Technological innovation in Fertilizer Tank in the year 2017.</li> <li>• The Economic Times Polymer Awards for Technological innovation in Hydro Cyclone in the year 2018.</li> <li>• Nominated as senior member of European Irrigation Association.</li> </ul>	<p>Mr. Sharad Jaipuria is Chairman and Managing Director of Ginni International Ltd., a composite textile mill manufacturing Cotton yarn, Woven fabrics and Denim fabrics</p> <p>He is also Chairman of Ginni Global Limited, which is in renewable energy and is running two small hydroelectric power projects of 5 MW each in the State of Himachal Pradesh</p> <p>Mr. Jaipuria is President of Integral Education Society which runs and manages Jaipuria Institute of Management (Lucknow, Noida, Jaipur and Indore) and Seth M.R. Jaipuria School, Lucknow, which are premier educational Institutes of the country and imparts high quality education to the students.</p> <p>He also holds the following position in various associations and bodies.</p> <ul style="list-style-type: none"> <li>• President, Denim Manufacturers Association</li> <li>• Senior Vice President, Northern India Textile Mills Association</li> <li>• Member, Managing Committee, ASSOCHAM</li> <li>• Member, World President Organization</li> <li>• Committee Member, Confederation of Indian Textile Industry</li> <li>• Committee Member, Northern India Textile Research Association</li> <li>• Committee Member, Education Promotion Society of India</li> </ul>



			<ul style="list-style-type: none"> <li>• Past Chairman, Export Promotion Council for EOUs &amp; SEZ Units</li> <li>• Past President, PHD Chamber of Commerce &amp; Industry.</li> </ul>
6	<b>Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)</b>	NIL	1. Ginni International Ltd
7	<b>Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)</b>	NIL	Ginni International Ltd. (Member of Audit Committee).
8	<b>Number of shares held in the company</b>	NIL	NIL
9	<b>Relationship between Directors inter-se</b>	NIL	NIL

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Mr. Tushar Jain and Mr. Sharad Jaipuria** are concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set out at Item No.7& 8 to the shareholders for their approval.

#### Item No.9

Pursuant to Section 148 (3) of the Companies 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 2.5.2019 and on the basis of recommendations of the Audit Committee appointed Mr. R. Krishnan, Cost Accountant (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 2019-20 in respect of the business activities of manufacturing and bottling of alcohol and subject to ratification by shareholders, fixed their remuneration at Rs.1.10 Lakh (Rupees One Lakh Ten thousand 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.9 as an ordinary resolution to the shareholders for their approval.

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

**Place : New Delhi  
Date : 08.08.2019**

**Amit Manchanda  
Vice President – Legal &  
Company Secretary  
FCS No.6615**



**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 : \_\_\_\_\_

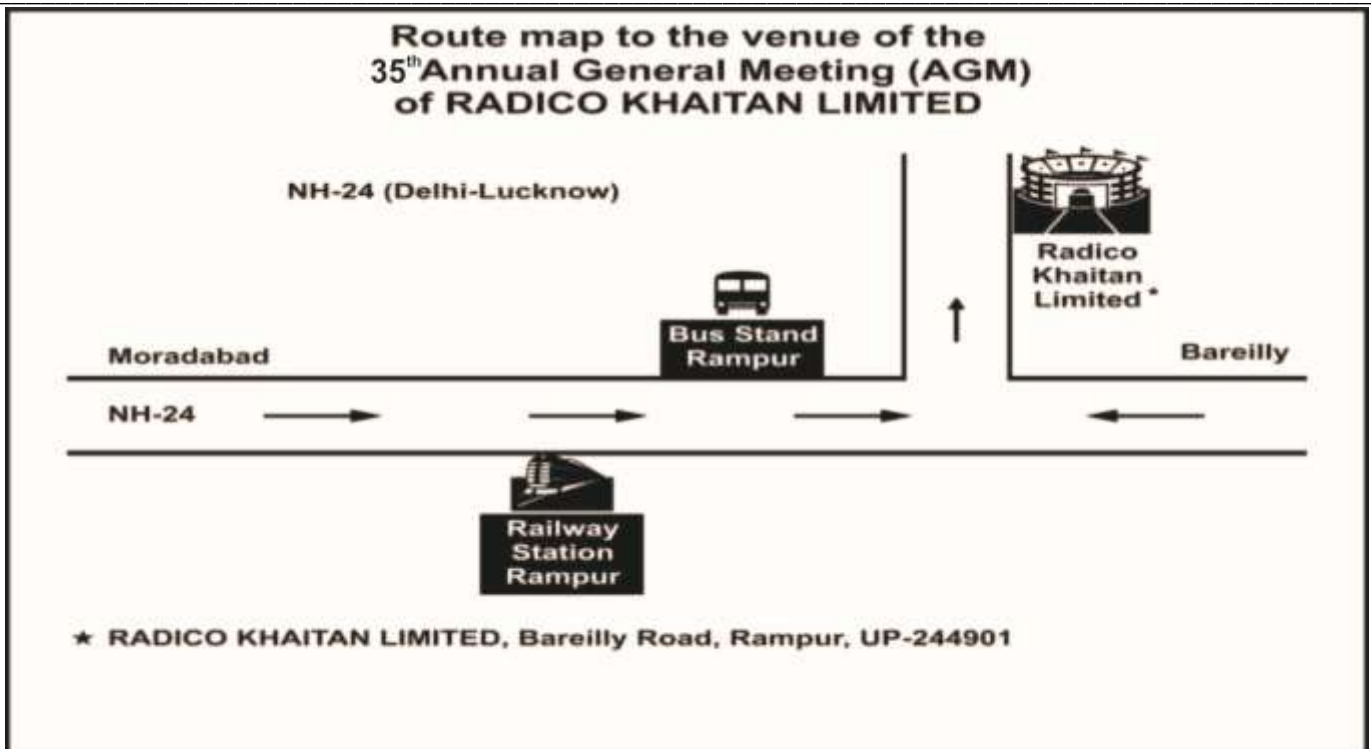
No. of Shares held : \_\_\_\_\_

I hereby record my presence at the 35<sup>th</sup>Annual General Meeting of the Company to be held on Thursday, 26<sup>th</sup>day of September 2019 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.



**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: \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 35<sup>th</sup> Annual General Meeting of the Company to be held on the Thursday, the 26<sup>th</sup> day of September, 2019 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.	Ordinary Business	Resolution Type	For	Against
1.	To adopt the Standalone and Consolidated Annual Accounts of the Company including Report of Board of Directors and Auditors Report for the Financial Year 2018-19	Ordinary Resolution		
2.	To Declare Dividend on Equity Shares	Ordinary Resolution		
3.	To appoint a director in place of Mr. Abhishek Khaitan, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution		
	<b>Special Business</b>			
4.	To appoint Mr. Sarvesh Srivastava, as Non Executive Independent Director of the Company for a second term of 5 consecutive years.	Special Resolution		
5.	To reappoint Dr. Raghupati Singhania as Non Executive Independent Director of the Company for a second term of 5 consecutive years.	Special Resolution		
6.	To appoint Ms. Sushmita Singha, as Women Independent Director of the Company.	Ordinary Resolution		
7.	To appoint Mr. Tushar Jain, as Non Executive Independent Director of the Company	Ordinary Resolution		
8.	To appoint Mr. Sharad Jaipuria, as Non Executive Independent Director of the Company	Ordinary Resolution		
9.	To approve remuneration of Mr. R. Krishnan, as Cost Auditor of the Company.	Ordinary Resolution		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
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.
6. Instrument of Proxy which is unnamed, unstamped, not dated, multiple proxies bearing same date, shall be treated as invalid.

\* Applicable for investors holding shares in demat form.