



Radico Khaitan Limited

Registered Office: Bareilly Road, Rampur – 244 901 (UP)

CIN 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 36th Annual General Meeting of the Members of Radico Khaitan Limited (RKL) will be held on **Monday, the 31st day of August, 2020 at 1.00 p.m.** at the registered office of the Company at Rampur Distillery, Bareilly Road, Rampur - 244 901 (UP) to transact the following businesses:

Ordinary Business:

1. To consider and adopt (a) the audited standalone and consolidated financial statement of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT the audited standalone and consolidated financial statement of the Company for the financial year ended on March 31, 2020 and the report of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To declare a dividend on equity shares for the financial year ended March 31, 2020 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend @ Rs.2.00 per equity share of face value of 2/- each of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2020 and the same be paid out of the profits of the Company for the financial year ended March 31, 2020.”

3. To appoint Mr. K.P. Singh, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. K.P. Singh (DIN:00178560), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

Special Business:

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 and, in this regard, 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 2020-21 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**

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

**Place: New Delhi
Date: 23.07.2020**

NOTES:

- (1) A member entitled to attend and vote at the 36th 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 pursuant to Section 113 of the Companies Act, 2013 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.
- (3) Members who hold shares in dematerialized form are requested to write their Client ID and DPID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- (4) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 25th August 2020 to Monday, 31st August 2020, both days inclusive.
- (5) The dividend on Equity Shares @ Rs. 2.00 per equity share, if declared at the Meeting, will be paid on or after 05.09.2020 to those Members whose names shall appear on the Company's Register of Members on 25.08.2020. 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 24.08.2020.
- (6) 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 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, relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the RTA at the following address latest by 24.08.2020 to our Registrar and Share Transfer Agent, M/s. Kfin Technologies Private Limited, Karvy Selenium



Tower B, Plot number 31&32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.

(7) Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Kfin Technologies 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.

(8) Pursuant to SEBI circular dated 20th April 2018, shareholders whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the Registrar and Share Transfer Agents (RTA)/ to the Company for registration in the folio.

Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent – Kfin Technologies Private Limited for consolidation into a single folio.

(9) In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

(10) As per the provisions of the Act, nomination facility is available to the Members in respect of the shares held by them. Members holding shares in single name and physical form may send duly completed and signed nomination form to the Registrar and Share Transfer Agent – Kfin Technologies Private Limited (nomination form can be downloaded from the Company's website www.radicokhaitan.com). Members holding shares in dematerialised form may contact their respective Depository Participants.

(11) Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Account: In terms of the requirements of Section 124(6) of the Act read with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended ("the Rules"), the Company is required to transfer the shares in respect of which the dividend has remained unpaid or unclaimed for a period of seven consecutive years to the IEPF Account.

Members are requested to take note of the same and claim their unclaimed dividends immediately to avoid transfer of the underlying shares to the IEPF Account. The shares transferred to the IEPF Account can be claimed back by the concerned Members from IEPF Authority after complying with the procedure prescribed under the Rules.

Pursuant to the applicable provisions, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the IEPF Account.



Accordingly, unpaid or unclaimed dividend in respect of Final Dividend for the financial year 2012-13, have been transferred to the IEPF. Members who have not encashed or claimed the dividends that are yet to be transferred to the IEPF, are requested to contact the Company's Registrar and Share Transfer Agent – KFin Technologies Private Limited ('KFINtech') at the earliest.

During the Financial Year 2019-20, the Company has transferred 70165 shares to the IEPF Account.

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.

(12) 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 31.3.2020, **NIL Shares**.

(13) As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.

(14) In compliance with the MCA Circulars and SEBI Circular dated 12th May 2020, the Annual Report 2019-20, the Notice of the 36th AGM and the instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Annual Report 2019-20 and the Notice convening the AGM are also available on the Company's i.e. www.radicokhaitan.com, Websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

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

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

**Place: New Delhi
Date: 23.07.2020**

Voting through electronic means in terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2015 (as amended from time to time) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility of “e-voting” to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of KFin Technologies Private Limited, who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”). The remote e-voting period commences on 27.08.2020 (9:00 A.M. IST) and ends on 30.08.2020 (5:00 P.M. IST).

During this period, Members holding shares either in physical form or in dematerialized form, as on 30.08.2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter. Those Members, who will be present in the AGM have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote during the AGM.

The Board of Directors 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.

Mr. Tanuj Vohra, Company Secretary having Membership No. F5621 and Certificate of Practice No. 5253 as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.

Instructions and other information relating to e-voting are as under:

1. In case a Member receives an email from Karvy (for Members whose email Ids are registered with the Company/Depository Participant(s):
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
 - ii) Enter the login credentials (i.e.User ID and password mentioned over leaf). Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on “LOGIN”.
 - iv) You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@#s.etc). The system will prompt you to change your password and update your contact details like mobile number, email ID. etc. on first login. You may also enter a secret question and answer of your choice to retrieve password and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.

- vi) On successful login, the system will prompt you to select the E-Voting Event Number for Radico Khaitan Limited.
 - vii) On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date under each of the heading of the resolution and cast your vote by choosing the "FOR/ AGAINST " option or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
 - viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii) Corporate/ Institutional Members (i.e other than Individuals, HUF,NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(S) of the duly authorized representative(s), to the Scrutinizer at e-mail ID:tanujvohra@yahoo.com or evoting@Karvy.com. They may also upload the same in the E-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENTNO".
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently, Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
 3. In case of any query pertaining to E-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
 4. The members who have cast their vote by remote E-voting may also attend AGM, but shall not be entitled to cast their vote again.
 5. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off date, being, 24.08.2020.
 6. The Board of Directors 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.

7. The facility for ballot / polling paper shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on 24.08.2020 shall be entitled to avail the facility of remote E-voting.
9. Any person who becomes member of the Company after email of the Notice of the meeting and holding shares as on the cut-off date i.e. 24.08.2020 may obtain the User Id and password by in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS: MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399 Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE>XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
 - c. Member may Call Karvy's Toll free number 1800-3454-001
 - d. Member may send an e-mail request to evoting@kfintech.com / suresh.d@kfintech.com
10. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
11. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 Annual General meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
13. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.radicokhaitan.com) and on Karvy's website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Other Instructions:

1. Those persons, who have acquired shares and have become Shareholders of the Company after the email of Notice of the AGM by the Company and whose names appear in the Register of Shareholders or Register of beneficial holders as on the cut-off date i.e. 24.08.2020 shall view the Notice of the AGM on the Company's website or on the website of KFin Technologies Private Limited.
2. Such persons may obtain the login ID and password by sending a request at evoting@karvy.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
3. Voting rights of the Shareholders shall be in proportion to their shares in the paid- up equity share capital of the Company as on the cut-off date i.e. 24.08.2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
4. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 (forty eight) hours of 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 authorised by him in writing, who shall countersign the same.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.radicokhaitan.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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

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

Place: New Delhi
Date: 23.07.2020



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 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 28.5.2020 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-110077, as the Cost Auditor to conduct audit of cost records of the Company for the Financial Year 2020 - 2021 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.4 as an ordinary resolution to the shareholders for their approval.

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

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

**Place: New Delhi
Date: 23.07.2020**



Radico Khaitan Limited

Registered Office: Bareilly Road, Rampur – 244 901 (UP)

CIN L26941UP1983PLC027278

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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 36th Annual General Meeting of the Company to be held on Monday, 31st day of August 2020 at 1.00 p.m. at Bareilly Road, Rampur – 244 901 (UP).

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
36th Annual General Meeting of
Radico Khaitan Limited**





**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 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 36th Annual General Meeting of the Company to be held on the Monday, the 31st day of August, 2020 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:

No.	Ordinary Business	Resolution Type	For	Against
1	To adopt the Standalone and Consolidated Annual Financial Statement of the Company including Report of Board of Directors and Auditors Report for the Financial Year 2019-20	Ordinary Resolution		
2	To Declare Dividend on Equity Shares	Ordinary Resolution		
3	To appoint Mr. K.P. Singh, who retires by	Ordinary		

	rotation and being eligible, offers himself for re-appointment.	Resolution		
Special Business				
4	To approve remuneration of Mr. R. Krishnan, as Cost Auditor of the Company.	Ordinary Resolution		

Signed this _____ day of _____ 2020

Signature of shareholder

Signature of Proxy holder(s)

<p>Affix Re.1.00 Revenue Stamp Signature</p>
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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 solutions, your Proxy will be titled 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