

Radico Khaitan Limited

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

CIN L26941UP1983PLC027278

E-mail: Investor@radico.co.in | Website: www.radicokhaitan.com

Ph: 0595-2350601-2 | Fax: 0595-2350009

NOTICE

Notice is hereby given that the 37th Annual General Meeting (“AGM”) of the Members of Radico Khaitan Limited (“the Company”) will be held on **Tuesday, September 28, 2021 at 01:00 P.M.** (IST) at the registered office of the Company at Rampur Distillery, Bareilly Road, Rampur - 244 901 (UP) to transact the following businesses:

Ordinary Business(s)

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the reports of 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 statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To declare dividend on equity shares of the Company for the financial year ended 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** a dividend @ ₹2.40 per equity share of face value of ₹2/- each of the Company, as recommended by the Board of Directors, be and is hereby declared and the same be paid out of the profits of the Company for the financial year ended March 31, 2021.”

3. To re-appoint Mr. Abhishek Khaitan, 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. Abhishek Khaitan (DIN: 00772865), who retires by rotation and being eligible offers himself for the re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint M/ s. Walker Chandio & Co LLP, Chartered Accountants, as the Statutory Auditor of the Company 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 139 and Section 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded, to appoint M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as Statutory Auditor of the Company for a period of 5 consecutive financial years starting from financial year 2021-22 and that they shall hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 42nd AGM of the Company, on such remuneration as may be mutually agreed between the Board of Director and the Statutory Auditors.

RESOLVED FURTHER THAT Dr. Lalit Khaitan, Chairman & Managing Director, Mr. Abhishek Khaitan, Managing Director, Mr. Dilip Kumar Banthiya, Chief Financial Officer, and Mr. Dinesh Kumar Gupta, Vice President-Legal & Company Secretary, be and is hereby severally authorised to do all such acts, deeds and things as may be required to give effect to this resolution including filing of requisite e-forms with the Registrar of Companies.”

Special Business(s)

5. To approve the payments of remuneration to Mr. Abhishek Khaitan, Managing Director and Promoter of the Company and in this regard 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 Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations, 2015) and other applicable regulations, and subject to the maximum remuneration approved by the members at the 33rd Annual General Meeting held on September 29, 2017, approval of the members be and is hereby accorded for payment of remuneration to Mr. Abhishek Khaitan, Managing Director and Promoter of the Company as per the Regulation 17(6)(e) of the SEBI Listing Regulations, 2015, w.e.f. 1st April, 2019 for the remaining tenure of his appointment i.e., upto February 19, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

6. To ratify the remuneration of Cost Auditors for the financial year 2021-22 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, remuneration payable to Mr. R. Krishnan (Membership No. 7799), Cost Accountant, appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year 2021-22, amounting to ₹110,000/- (Rupees One Lakh Ten thousand only) apart from reimbursement of actual expenses to be incurred by him in connection with conducting the aforesaid audit, be and is hereby confirmed, rectified and approved.

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**

(Dinesh Kumar Gupta)

VP- Legal & Company Secretary

Place: New Delhi

Date: July 28, 2021

NOTES:

- (1) **A member entitled to attend and vote at the 37th 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 **Wednesday, September 22, 2021 to Tuesday, September 28, 2021**, both days inclusive.

- (5) The dividend on Equity Shares @ ₹ 2.40 per equity share, if declared at the Meeting, will be paid after **October 03, 2021** to those Members whose names shall appear on the Company's Register of Members on **September 22, 2021**. 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 **September 21, 2021**.
- (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 **September 21, 2021** 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:
- Change in their Residential status on return to India for permanent settlement.
 - 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, members 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 2013-14, is being 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 2020-21, the Company has transferred 99566 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 March 31, 2021 there is nil shares in the said account.
- (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 2020-21, the Notice of the 37th 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 2020-21 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.
- (15) **Additional information pursuant to Regulation 36(3) of the Listing Regulations regarding Director retiring by rotation and seeking re-appointment:**

MR. ABHISHEK KHAITAN

Mr. Abhishek Khaitan, aged 48 years, is a Managing Director of the Company. He holds Bachelor’s Degree in Engineering (Industrial Production) and qualifications in Managerial Finance and Managerial Accounting from Harvard University, USA. He is a talented industrialist and has been responsible for the exponential growth of the Company. He is associated with the Company for over 23 years. His functional expertise is strategy, financial planning & marketing.

Recognising his outstanding contribution to the Indian liquor industry and transformation of Radico Khaitan, he has been conferred upon various awards, including the prestigious “Bhartiya Udyog Ratan Award” by the Govt. of India, “National Industrial Excellence Award” by the World Economic Progress Society.

He is on the Board of the Company since January 28, 2003. Apart from the Company, he also holds directorship in the Confederation of Indian Alcoholic Beverage Companies (Section 8 Company). He is also member of Corporate Social Responsibility Committee of the Company.

During the year, Mr. Abhishek Khaitan attended all four meetings of Board of Directors of the Company.

Upon re-appointment, Mr. Abhishek Khaitan shall be Director liable to retire by rotation. Mr. Abhishek Khaitan being son of Dr. Lalit Khaitan, Chairman & Managing Director, is related to him. He is not related to any other Director and Key Managerial Personnel of the Company.

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

(Dinesh Kumar Gupta)
VP-Legal & Company Secretary

Place: New Delhi
Date: July 28, 2021

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 Members, 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 24.09.2021 (9:00 A.M. IST) and ends on 27.09.2021 (5:00 P.M. IST).

During this period, Members holding shares either in physical form or in dematerialized form, as on 21.09.2021 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.

Manner of Registering / Updating Email Addresses: Members holding shares in dematerialised mode, are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Members holding shares in physical mode are requested to furnish email addresses and mobile numbers with the Company's Registrars and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot NO. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilimgampally, Hyderabad - 500032, Toll Free Tel: 1- 800-309-4001, Email: einward.ris@kfintech.com, Website: www.kfintech.com.

The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

Step 1 : Access to Depositories e-Voting system in case of individual members holding shares in demat mode.

Login Method for Individual Members holding Shares of the Company in Demat mode through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"):

| NSDL | CDSL |
|--|--|
| <p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name of the e-Voting service provider and you will be re-directed to e-Voting service provider website, select the Company name Soft Sol India Limited from the Drop down button for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link :https://eservices.nsdl.com II. Select "Register Online for IDeAS" III. Proceed with completing the required fields. <p>3. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Proceed with completing the required fields. <p>4. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon "Login" which is available under "Shareholder/Member" section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. | <p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP i.e. KFINTECH where the e- Voting is in progress. |

Individual Member login through their demat accounts / Website of Depository Participant

- You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.
- Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Members facing any technical issue - CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Step 2 : Access to KFintech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.

1. In case a Member receives an email from kfintech (for Members whose email Ids are registered with the Company/ Depository Participant(s):
 - i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on members 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 Kfintech 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@kfintech.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 Kfintech website <https://evoting.kfintech.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, 21.09.2021.
 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 21.09.2021 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. 21.09.2021 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.kfintech.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 Kfintech Toll free number 1- 800-309-4001
 - d. Member may send an e-mail request to evoting@kfintech.com / suresh.d@kfintech.com
 10. However, if you are already registered with Kfintech 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 Kfintech website (<https://evoting.Kfintech.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 Members of the Company after the email of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on the cut-off date i.e. 21.09.2021 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@kfintech.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 Members 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. 21.09.2021. 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**

(Dinesh Kumar Gupta)

VP- Legal & Company Secretary

Place: New Delhi
Date: July 28, 2021

Radico Khaitan Limited

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

CIN L26941UP1983PLC027278

E-mail: Investor@radico.co.in | Website: www.radicoKhaitan.com

Ph: 0595-2350601-2 | Fax: 0595-2350009

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements set out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

Item No. 4

(Disclosure Pursuant to Regulation 36(5) of Listing Regulations)

In terms of Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, made thereunder, lays down the criteria for appointment and mandatory rotation of Auditors. As per Section 139 of the said Act, the term of present Auditors of the Company, M/s. BGJC & Associates LLP ('BGJC'), Chartered Accountants, will expire at the conclusion of this Annual General Meeting. The total remuneration paid to BGJC for the financial year 2020-21 is ₹ 53.89 Lakhs inclusive of goods and services tax and reimbursement of out-of-pocket expenses.

On the recommendation of Audit Committee, the Board of Directors ('the Board') at its meeting held on July 28, 2021 has recommended the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/N500013), a Firm of Chartered Accountants, as Auditors of the Company, on a remuneration of ₹ 75 Lakhs (for first financial year) exclusive of goods and services tax and reimbursement of out-of-pocket expenses, to hold office for a period of 5 (Five) financial consecutive years from the conclusion of this 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company, to be held in year 2026. The Board shall also be authorised to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration for remaining tenure of 4 (Four) years, in such manner and to such extent as may be mutually agreed with the Auditors.

M/s. Walker Chandiook & Co LLP is a Chartered Accountancy Firm in practice since 1935. The Firm is registered with the Institute of Chartered Accountants of India having Firm Registration No.001076N1N5000 13. The registered office of the firm is situated at L-41, Connaught Circus, New Delhi - 110 001 and it has 13 offices in major cities of India. In India, the Firm has 50 Partners and total staff of more than 1500 people and it has experience of more than 100 listed & large Companies.

In deciding the appointment of auditors and finalising the proposed remuneration, the Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge, relevant experience etc., and found M/s. Walker Chandiook & Co LLP to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The proposed Auditors have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Auditors of the Company and certified that satisfies the criteria provided under section 141 of the Act and rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for approval of the members.

Item No. 5

The Securities and Exchange Board of India ('SEBI') has amended certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Pursuant to amended Regulation 17(6)(e) of the SEBI Listing Regulations, which are effective from 1st April, 2019, approval of the Members by way of special resolution in general meeting shall be required, if the annual remuneration payable to Executive Directors, who are promoters or members of the promoter group, is in excess of the limits prescribed thereunder i.e. (i) where there is one such Director, ₹ 5.00 Crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, 5 per cent of the net profits of the listed entity. It is further prescribed that such approval once obtained shall be valid till the expiry of the term of the respective Executive Director.

The members of the Company had at their 33rd Annual General Meeting ('AGM') approved the remuneration payable to Mr. Abhishek Khaitan, Managing Director and Promoter of the Company, as per the limits mentioned below:

I) Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):

a) Salary comprising:

- (i) Basic salary: At the rate not exceeding ₹ 30,00,000/- per month; and
- (ii) Allowances: Not exceeding one time the Basic salary, with increments as may be decided by the Board of Directors of the Company from time to time, subject to a ceiling on increment of 20% in a year over the existing Basic salary and Allowances.

b) Commission and Performance linked incentive: On net profits of the Company determined In accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time.

The payment may be made on pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board.

II) Perquisites:

1. In addition to the Remuneration as stated above Mr. Abhishek Khaitan shall be entitled, as per Rules of the Company, to perquisites like:
 - a. Rent-free furnished residential accommodation with free use of all the facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
 - b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
 - c. Personal Accident Insurance Premium.
 - d. Air passage and / or leave travel allowance for self and members of his family residing in India and for visit to India of the members of his family not residing in India.
 - e. Subscription to clubs.
 - f. Use of Company maintained cars with drivers for business and personal use.
 - g. Use of communication devices such as telephones, audit and videoconference facilities etc., at the residence. Personal long distance telephone calls shall be borne by the Company.
 - h. Education Allowance for children, whether abroad or in India.
 - i. Encashment of leave at the end of his tenure or during the tenure as per policy of the Company.
 - j. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
 - k. Expenses on shifting of residence.
 - l. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Abhishek Khaitan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in I(a) above for the relevant period. The perquisites mentioned above from (h) to (l) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

2. The Board of Directors or Committee thereof may, in their discretion, revise / modify any of the terms from time to time, within the limits stipulated.

III) Minimum Remuneration: Not with standing anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Abhishek Khaitan remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Abhishek Khaitan.

IV) Other Terms: Subject to the superintendence, control and direction of the Board of Directors, Mr. Abhishek Khaitan shall manage and conduct the business and affairs of the Company.

The terms of the reappointment and remuneration proposed are in conformity with the relevant provisions of the Companies Act 2013 read with Schedule V to the said Act.

The Board of Directors recommend the payment of remuneration to Mr. Abhishek Khaitan, Managing Director and Promoter of the Company by way of Special Resolution as set out at Item No. 5.

Mr. Abhishek Khaitan and Dr. Lalit Khaitan being relative of Mr. Abhishek Khaitan are interested in the above resolution.

Item No. 6

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 members of the Company. The Board of Directors had in its meeting held on July 28, 2021 and on the basis of recommendations of the Audit Committee appointed Mr. R. Krishnan, Cost Accountant (Membership No. 7799), Cost Accountant as the Cost Auditor to conduct audit of cost records of the Company for the Financial Year 2021 - 2022 subject to ratification by members, fixed their remuneration at ₹ 1,10,000/- (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.6 as an ordinary resolution to the members for their approval.

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

(Dinesh Kumar Gupta)
VP- Legal & Company Secretary

Place: New Delhi
Date: July 28, 2021

Radico Khaitan Limited

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

CIN L26941UP1983PLC027278

E-mail: Investor@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: _____

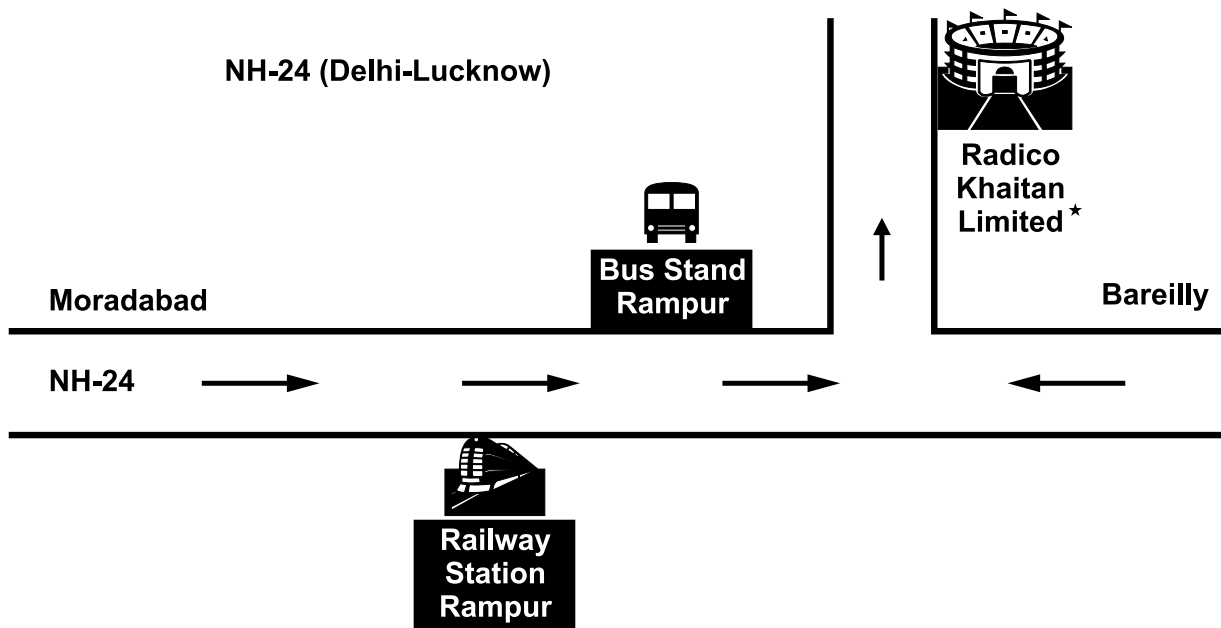
I hereby record my presence at the 37th Annual General Meeting of the Company to be held on **Tuesday, September 28, 2021 at 01.00 P.M.** at Bareilly Road, Rampur - 244 901 (UP).

Signature of Member / Proxy

Notes:

- Only Member / Proxy can attend the meeting. No minors would be allowed at the meeting.
- 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 37th Annual General Meeting of Radico Khaitan Limited



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

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. | _____ |
| * DP ID/ Client 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
3. Name: _____
 Address: _____
 Email Id: _____ Signature: _____ or failing him
3. Name: _____
 Address: _____
 Email Id: _____ Signature: _____

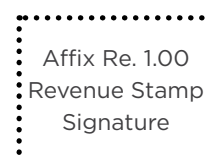
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 37th Annual General Meeting of the Company to be held on **Tuesday, September 28, 2021 at 01:00 P.M.** at the Registered office of the Company at Bareilly Road, Rampur - 244 901 (U.P.) and at any adjournment thereof 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 2020-21 | Ordinary Resolution | | |
| 2. | To Declare Dividend on Equity Shares | Ordinary Resolution | | |
| 3. | To re-appoint Mr. Abhishek Khaitan, who retires by rotation and being eligible, offers himself for re-appointment. | Ordinary Resolution | | |
| 4. | To appoint M/ s. Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditor. | Ordinary Resolution | | |
| Special Business | | | | |
| 5. | To approve the payments of remuneration to Mr. Abhishek Khaitan, Managing Director and Promoter of the Company. | Special Resolution | | |
| 6. | To ratify the remuneration payable to Mr. R. Krishnan, as Cost Auditor of the Company. | Ordinary Resolution | | |

Signed this day of September 2021

Signature of shareholder

Signature of Proxy holder(s)



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 ashe/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