

Radico Khaitan Limited

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

CIN L26941UP1983PLC027278

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

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

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting (“AGM”) of the Members of Radico Khaitan Limited (the “Company”) will be held on **Thursday, September 29, 2022 at 01:00 P.M.** (IST) at the registered office of the Company at Rampur Distillery, Bareilly Road, Rampur - 244 901, Uttar Pradesh, 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, 2022, together with 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 modifications(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, 2022, 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, 2022, 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** a dividend @ ₹ 3.00 per equity share of face value of ₹ 2/- each of the Company, as recommended by the Board of Directors, be and is hereby declared and the same be paid out of the profits of the Company for the financial year ended March 31, 2022.”

3. To re-appoint Mr. Krishan Pal Singh, who retires by rotation as a Director, and, being eligible, offers himself for re-appointment 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** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Krishan Pal Singh (DIN: 00178560), 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 retired by rotation.”

Special Business(s)

4. To re-appoint Dr. Lalit Khaitan, Chairman & Managing Director of the Company for the period of 5 years effective from February 20, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended, and in terms of the Nomination and Remuneration Policy and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the re-appointment of Dr. Lalit Khaitan (holding Director Identification Number: 00238222), who had attained the age of seventy years, as Chairman and Managing Director of the Company, for a period of five years, effective from February 20, 2023 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the terms and conditions of re-appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time by the Board of Directors of the Company, including Nomination and Remuneration Committee (the “Board”), as it may, in its discretion deem fit, considering the performance of the Chairman and Managing Director, profitability of the Company and other relevant factors, to the extent permitted under Section 197 read with

Schedule V of the Act and in accordance with the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may consider necessary, expedient or desirable, in the best interest of the Company, in order to give effect to this resolution.”

5. To re-appoint Mr. Abhishek Khaitan, Managing Director of the Company for the period of 5 years effective from February 20, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended, and in terms of the Nomination and Remuneration Policy and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Abhishek Khaitan (holding Director Identification Number: 00772865), as Managing Director of the Company, for a period of five years, effective from February 20, 2023 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the terms and conditions of re-appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time by the Board of Directors of the Company, including Nomination and Remuneration Committee (the “Board”), as it may, in its discretion deem fit, considering the performance of the Managing Director, profitability of the Company and other relevant factors, to the extent permitted under Section 197 read with Schedule V of the Act and in accordance with the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may consider necessary, expedient or desirable, in the best interest of the Company, in order to give effect to this resolution.”

6. To re-appoint Mr. Krishan Pal Singh, Whole-time Director of the Company for the period of 3 years effective from February 20, 2023 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended, and in terms of the Nomination and Remuneration Policy and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Krishan Pal Singh (holding Director Identification Number: 00178560), who had attained the age of seventy years, as Whole-time Director of the Company, for a period of three years, effective from February 20, 2023 on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the terms and conditions of re-appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time by the Board of Directors of the Company, including Nomination and Remuneration Committee (the “Board”), as it may, in its discretion deem fit, considering the performance of the Whole-time Director, profitability of the Company and other relevant factors, to the extent permitted under Section 197 read with Schedule V of the Act and in accordance with the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as it may consider necessary, expedient or desirable, in the best interest of the Company, in order to give effect to this resolution.”

7. To ratify the remuneration of Cost Auditors for the financial year 2022-23 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 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 2022-23, 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, ratified and approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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: August 10, 2022

NOTES:

(1) The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the special business to be transacted at AGM are annexed with this notice.

(2) A member entitled to attend and vote at the 38th 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 10% 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 authorised 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 authorising their representative to attend and vote on their behalf at the meeting.

Members are requested to notify immediately the change of address, if any, to the Company or the Share Transfer Agent and Registrar.

- (3) Members are requested to bring their Attendance Slip.
 - (4) 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.
 - (5) The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, September 23, 2022 to Thursday, September 29, 2022** both days inclusive.
 - (6) The dividend on Equity Shares @ ₹ 3.00 per equity share, if declared at the Meeting, will be paid **on or before October 28, 2022**, to those Members whose names shall appear on the Company's Register of Members on **Thursday, September 22, 2022** and 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 **Thursday, September 22, 2022**.
 - (7) 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/RTA, 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 latest by **Thursday, September 22, 2022** at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032.
- (8) Non-Resident Indian Members are requested to inform the Company's RTA, 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) Pursuant to SEBI circular dated April 20, 2018, members whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the RTA or to the Company for registration in the folio.

Members who hold shares in physical form in multiple folios with identical names or joint holding in the same order of names as requested to send the share certificates to the RTA for consolidation into a single folio.

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

(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 Authority 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 of the Act and the Rules, 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 2014-15, 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 RTA at the earliest.

During the Financial Year 2021-22, the Company has transferred 134,260 shares to the IEPF Account.

In terms of the circular, the Company has uploaded the details of unpaid and unclaimed dividend on its website and the same can be viewed on www.radicokhaitan.com.

- (12) In accordance with the provisions of Schedule VI of the SEBI Listing Regulations, 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, 2022, there is nil shares in the said account.
- (13) As per Regulation 40 of the SEBI Listing Regulations, as amended, and various Circulars issued by SEBI in this regard, securities of listed companies can be transferred and dealt only in dematerialized form. 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) Pursuant to Circular No. 20/2020 dated May 05, 2020, and other relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time in this regard and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other relevant circulars issued by the Securities and Exchange Board of India ("SEBI") in this regard from time to time (hereinafter referred to as (the "Circulars"), Notice of AGM and Annual Report have been sent through e-mail to those Members / beneficial owners whose name appear in the Register of Members / list of beneficiaries received from the Depositories as on Friday, August 26, 2022 and to those members whose email ids are registered with their Depository Participants or with the Company or its RTA. The same will also be available on the Company's website www.radicokhaitan.com, website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of Kfin Technologies Limited at www.https://evoting.kfintech.com.
- (15) Dividend will be paid, preferably through NECS, wherever such facility is available, under intimation to the members. In case dividend cannot be paid

through NECS, it will be paid through dividend warrants/ demand drafts.

In cases where the payments to the members holding shares in dematerialized form are made by dividend warrants, particulars of bank account registered with their Depository Participants will be considered by the Company for printing the same on dividend warrant.

For those members who have not provided NECS details/ bank account details, the Company shall print the registered address of the members on the dividend warrant.

- (16) Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the shareholders at the prescribed rates. The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Income Tax Act, 1961. It is to be noted that dividend for the Financial Year 2021-22 is subject to declaration by the Members in the AGM. Upon declaration, this dividend will be taxable in the hands of the shareholders in the Financial Year 2022-23 (Assessment Year 2023-24). Accordingly, all the details and declarations are required to be furnished for the Financial Year 2022-23 (Assessment Year 2023-24). The rate of TDS for various categories of shareholders along with the required documents are available at the website of the Company at www.radicokhaitan.com.

Kindly note that the aforesaid documents, duly executed, can be sent to the Company as under:

- (A) Executed documents can be sent through email at Investor@radico.co.in;
- (B) Executed documents (in original) can be sent directly at the Corporate Office of the Company at B1/J1, Mohan Cooperative Industrial Area, Mathura Road, New Delhi-110044.

The aforementioned documents may also be uploaded with the RTA at <https://ris.kfintech.com/form15> or e-mail to the RTA at einward.ris@kfintech.com.

The aforesaid executed documents must reach the Company on or before Thursday, September 22, 2022 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax on payment of dividend. It is to be duly noted that the Members sending documents through email are

also required to send the executed documents (in original) at the above mentioned Corporate Office of the Company.

- (17) 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 physical form may send duly completed and signed nomination form to the RTA. '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 for nomination.
- (18) Every member entitled to vote at the meeting or on any resolution to be moved thereat shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
- (19) Green Initiative - Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notice of AGM, Annual Reports and other documents through electronic mode.

Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notice of AGM, Annual Reports and other documents in electronic mode, by sending an email at einward.ris@kfintech.com or investor@radico.co.in. Members holding shares in dematerialised form may get email address registered / updated by providing E-mail ID to their Depository Participant(s).

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

(Dinesh Kumar Gupta)

VP - Legal & Company Secretary

Place: New Delhi

Date: August 10, 2022

INSTRUCTIONS FOR REMOTE E-VOTING

Voting through electronic means in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI 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 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 **Sunday, September 25, 2022 (9:00 A.M. IST) and ends on Wednesday, September 28, 2022 (5:00 P.M. IST).**

During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, September 22, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KFin Technologies 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 Mr. Tanuj Vohra, Partner, TVA & Co. LLP, Company Secretaries, to act as the Scrutinizer, to scrutinize the e-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 RTA, KFin Technologies Limited (“KFinTech”), Selenium Tower B, Plot NO. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Toll Free Tel: 1- 800-309-4001, Email: einward_ris@kfintech.com, Website: <https://www.kfintech.com/>.

Step 1: Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nsdl.com/</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p>	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p>

NSDL	CDSL
<p>3. Alternatively by directly accessing 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. <p>On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period</p>	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your 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 Shareholders (holding securities in demat mode) login through their depository participants.

- I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- II. 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.
- III. 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 notes:

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 evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43

Step 2: Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, 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 your password in case you forget it. It is strongly recommended that you do not share your password with any other person 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 "EVEN" i.e. Radico Khaitan Limited - AGM" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially

"AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ 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 have voted on the resolution (s), 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 authorised representative(s), to the Scrutinizer at email tanujvohra@yahoo.com with a copy marked to evoting@kfintech.com and investor@radico.co.in. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No." The documents should reach the Scrutinizer on or before 17:00 hours on Thursday, September 22, 2022.

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Voting at the Annual General Meeting:

Those Members who will be present in the Meeting and not casted their votes on resolutions through remote e-voting, can vote through Ballot Paper at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

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, Thursday, September 22, 2022.

OTHER INSTRUCTIONS:

- i. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Suresh Babu, (Unit: Radico Khaitan Limited) of KFin Technologies Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 - 6716 1517 or call toll free No. 1800-309-4001 for any further clarifications.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- iii. In case a person has become a shareholder of the Company after dispatch of AGM Notice but on or before the cut-off date for Remote E-voting i.e., Thursday, September 22, 2022, he/she may obtain the User ID and Password in the manner as mentioned below:

- a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 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. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call KFintech toll free number 1800-309-4001 for any assistance.
- d. Member may send an e-mail request to evoting@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- iv. 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. Thursday, September 22, 2022 shall view the Notice of the AGM on the Company's website or on the website of the RTA.
- v. 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.
- vi. 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.

Thursday, September 22, 2022. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- vii. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
- viii. 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.

- ix. 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 BSE Limited and National Stock Exchange of India Limited.

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

(Dinesh Kumar Gupta)

VP – Legal & Company Secretary

Place: New Delhi

Date: August 10, 2022

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

The members had approved the re-appointment of Dr. Lalit Khaitan, as Chairman & Managing Director of the Company, effective from February 20, 2018, for a period of 5 years, at the Annual General Meeting held on September 29, 2017. The present term of appointment of Dr. Lalit Khaitan as Chairman and Managing Director would be expiring on February 20, 2023.

The Board of Directors of the Company (the "Board") had, at its meeting held on August 10, 2022, in terms of the Appointment and Remuneration Policy of the Company (the "Policy") and based on the recommendation of the Nomination and Remuneration Committee (the "NRC Committee") and subject to the approval of the members, re-appointed Dr. Khaitan as Chairman and Managing Director of the Company for a term of five years, effective from February 20, 2023.

The broad particulars of the terms of re-appointment and remuneration payable to Dr. Khaitan are as under:

A. Basic salary	Not exceeding ₹ 54 Lacs per month with such annual increments, subject to a ceiling of 12%, as may be decided by the Board from time to time.
B. Allowances	The allowances including special allowances shall not exceed one time the Basic salary.
C. Perquisites	<p>The following perquisites shall be allowed additionally:</p> <p>(a) Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings with gas, electricity, water and other amenities;</p> <p>(b) Cars with drivers;</p> <p>(c) Leave travel including foreign travel for self and family;</p> <p>(d) Reimbursement of medical expenses (including premium paid on health insurance policies) incurred in India or abroad including hospitalization charges for self and family and travel relating thereto;</p> <p>(e) Communication: Use of devices such as telephones, mobiles, audio and video conference facilities etc. at residence;</p> <p>(f) Subscriptions to club(s);</p> <p>(g) Personal Accident Insurance Premium;</p> <p>The above perquisites shall be evaluated as per actual cost or the Income Tax rules, as applicable.</p>
D. Other benefits and amenities	<p>(a) Expenses on shifting of residence;</p> <p>(b) Encashment of un-availed leaves;</p> <p>(c) Contribution to Provident Fund; Superannuation Fund; Annuity Fund or Gratuity, as per rules of the Company;</p> <p>(d) Any other perquisite, allowances and benefits as may be sanctioned by the Board from time to time.</p>
E. Commission	To be decided by the Board of Directors of the Company based on net profits of the Company, subject to ceilings provided under the Companies Act, 2013.
F. Other terms	<ul style="list-style-type: none"> • Dr. Lalit Khaitan shall manage and conduct the business and affairs of the Company, subject to the superintendence, control and direction of the Board of Directors. • The appointment can be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying sum equivalent to three months' remuneration in lieu of the notice period.

Minimum Remuneration

Notwithstanding anything herein contained, in the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Act, in any financial year or years, the remuneration mentioned above (including any revision) be paid as minimum remuneration to the Chairman and Managing Director.

Dr. Khaitan, aged 79 years, graduated from Mayo College, Ajmer and St. Xavier's College, Kolkata in commerce stream. He has rich experience of over 5 decades. Under his leadership, the Company has succeeded in transforming from being just a bulk spirit producer and bottler for others to a leading Indian IMFL player with global presence. Dr. Khaitan is providing the overall strategic direction to the Company. He has been instrumental in enhancing quality standards to match international standards, leading to substantial revenue growth and increased market shares. His unique management style has helped to maintain the Company as an ethical and transparent organisation with highest corporate governance standards. At present, Dr. Khaitan spearheads the overall strategy and crafts the Company's vision. He is overseeing plant operations and deeply involved in the monitoring of the new projects of the Company.

Beside the Company, Dr. Khaitan has been actively engaged with various industry bodies and he has been a recipient of several professional awards including the recent 'Lifetime Achievement Award' bestowed upon him by the UPDA in December 2017 for his remarkable contribution to the Industry. Dr. Khaitan was presented with the 'Pride of India' Award at the 6th Entrepreneur Leadership Awards 2022 organised by the Indo-American Chamber of Commerce (IACC). Under his leadership, Radico Khaitan won the 'Most Innovative, Disruptive & Transformational Business' award at the Indian Family Business Awards 2021. He has also been associated with a number of developmental projects and has represented India with several international delegations, and is involved in social and educational activities across India.

Considering the pivotal role played by Dr. Khaitan in the phenomenal growth of the Company and leadership and commitment in steering the Company to newer heights, the Board is of the opinion that in order to continue to receive the benefits of the rich experience, knowledge, wisdom and insights of Dr. Lalit Khaitan, it would be beneficial and in the interest of the Company to re-appoint Dr. Lalit Khaitan, as Chairman and Managing Director of the Company for a further term of five years effective from February 20, 2023.

In terms of regulatory requirements, the Company has received notice from a member proposing the candidature of Dr. Khaitan, as Chairman & Managing Director of the Company. Further, Dr. Khaitan has given his consent to act as Chairman and Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and that he has not been debarred or disqualified from being

appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Dr. Khaitan satisfies all the conditions set out in Part-I of Schedule V and subsection (3) of Section 196 of the Act for being eligible for this re-appointment.

The above may be treated as a memorandum setting out the terms and conditions for re-appointment of Dr. Khaitan as Chairman and Managing Director.

The disclosures prescribed under Regulation 36 of the SEBI Listing Regulations read with the provisions of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are annexed and form part of this Notice.

Dr. Lalit Khaitan and Mr. Abhishek Khaitan (son of Dr. Khaitan) are interested in the resolution set out at Item No. 4. Save and except the above, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Company is required to obtain shareholders' approval by way of Special Resolution for re-appointment of Dr. Khaitan, as Chairman and Managing Director of the Company pursuant to (i) the requirements of Section 196 of the Act, as Dr. Khaitan is over 70 years of age and (ii) the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations as the remuneration to be paid to Dr. Khaitan shall exceed the ceilings prescribed under the said Regulation.

The Board commends the resolution set out at Item No. 4 of the Notice for approval of the members by way of a Special Resolution.

Item No. 5

The members had approved the re-appointment of Mr. Abhishek Khaitan, as Managing Director of the Company, effective from February 20, 2018, for a period of 5 years, at the annual general meeting held on September 29, 2017. The present term of appointment of Mr. Abhishek Khaitan as Chairman and Managing Director would be expiring on February 20, 2023.

The Board of Directors of the Company (the "Board") had, at its meeting held on August 10, 2022, in terms of the Appointment and Remuneration Policy of the Company (the "Policy") and based on the recommendation of the Nomination and Remuneration Committee (the "NRC Committee") and subject to the approval of the members, re-appointed Mr. Khaitan as Managing Director of the Company for a term of five years, effective from February 20, 2023.

The broad particulars of the terms of re-appointment and remuneration payable to Mr. Khaitan are as under:

A. Basic salary	Not exceeding ₹ 54 Lacs per month with such annual increments, subject to a ceiling of 12%, as may be decided by the Board from time to time.
B. Allowances	The allowances including special allowances shall not exceed one time the Basic salary.
C. Perquisites	The following perquisites shall be allowed additionally: <ol style="list-style-type: none"> Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings with gas, electricity, water and other amenities; Cars with drivers; Leave travel including foreign travel for self and family; Reimbursement of medical expenses (including premium paid on health insurance policies) incurred in India or abroad including hospitalization charges for self and family and travel relating thereto; Communication: Use of devices such as telephones, mobiles, audio and video conference facilities etc. at residence; Subscriptions to club(s); Personal Accident Insurance Premium; <p>The above perquisites shall be evaluated as per actual cost or the Income Tax rules, as applicable.</p>
D. Other benefits and amenities	<ol style="list-style-type: none"> Expenses on shifting of residence; Encashment of un-availed leaves; Contribution to Provident Fund; Superannuation Fund; Annuity Fund or Gratuity, as per rules of the Company; Any other perquisite, allowances and benefits as may be sanctioned by the Board from time to time.
E. Commission and Performance linked incentive	To be decided by the Board of Directors of the Company based on net profits of the Company, subject to ceilings provided under the Companies Act, 2013.
F. Other terms	<ul style="list-style-type: none"> Mr. Abhishek Khaitan as Managing Director of the Company is entrusted with substantial powers of management of the affairs of the Company. Mr. Abhishek Khaitan shall manage and conduct the business and affairs of the Company, subject to the superintendence, control and direction of the Board of Directors The appointment can be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying sum equivalent to three months' remuneration in lieu of the notice period.

Minimum Remuneration

Notwithstanding anything herein contained, in the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Act, in any financial year or years, the remuneration mentioned above (including any revision) be paid as minimum remuneration to the Managing Director.

Mr. Abhishek Khaitan, aged 49 years, holds a 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 has rich experience of around 3 decades. 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. Most recently, he was acknowledged and awarded as "Business Leader of the Year" by Ambrosia Awards 2021. 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.

Mr. Khaitan is responsible for the overall growth of the business including the premiumization strategy. Under his leadership, the Company has been able to establish its brands in over 85 countries. He is driving the new brand developments particularly in the luxury and premium segment globally which has led to profitability improvement. He oversees finance, sales, customer experience, and marketing & distribution strategy of the Company.

Mr. Abhishek Khaitan shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise his powers in the best interests of the business of the Company.

Considering the rich experience and credentials of Mr. Abhishek Khaitan, the Board is of the opinion that his re-appointment as Managing Director of the Company on the terms and conditions mentioned in this Notice would be beneficial to the Company.

In terms of regulatory requirements, the Company has received notice from a member proposing the candidature of Mr. Khaitan, as Managing Director of the Company. Further, Mr. Khaitan has given his consent to act as Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Khaitan satisfies all the conditions set out in Part-I of Schedule V and subsection (3) of Section 196 of the Act for being eligible for this re-appointment.

The above may be treated as a memorandum setting out the terms and conditions for re-appointment of Mr. Khaitan as Managing Director of the Company.

The broad particulars of the terms of re-appointment and remuneration payable to Mr. Singh are as under:

A. Basic salary	Not exceeding ₹ 8.00 Lacs per month with such annual increments, subject to a ceiling of 12%, as may be decided by the Board from time to time.
B. Allowances	The allowances, as per the Company's Policies, including special allowances shall not exceed one time the Basic salary.
C. Perquisites	The following perquisites shall be allowed additionally: <ol style="list-style-type: none"> (a) Cars with drivers; (b) Reimbursement of medical expenses (including premium paid on health insurance policies) for self and family as per policy of the Company; (c) Reimbursement of Petrol Expenses will be as per the Company policy at the rates prevailing in the Market from time to time on production of bills in original

The disclosures prescribed under Regulation 36 of the SEBI Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are annexed and form part of this Notice.

Mr. Abhishek Khaitan and Dr. Lalit Khaitan (father of Mr. Khaitan) are interested in the resolution set out at Item No. 4. Save and except the above, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Company is required to obtain shareholders' approval by way of Special Resolution for re-appointment of Mr. Khaitan, as Managing Director of the Company pursuant to the requirements of Regulation 17(6)(e) of the SEBI Listing Regulations as the remuneration to be paid to Mr. Khaitan shall exceed the ceilings prescribed under the said Regulation.

The Board commends the resolution set out at Item No. 5 of the Notice for approval of the members by way of a Special Resolution.

Item No. 6

The members had approved the re-appointment of Mr. Krishan Pal Singh, as Whole-time Director of the Company, effective from February 20, 2018, for a period of 5 years, at the annual general meeting held on September 29, 2017. The present term of appointment of Mr. Krishan Pal Singh as Whole-time Director would be expiring on February 20, 2023.

The Board of Directors of the Company (the "Board") had, at its meeting held on August 10, 2022, in terms of the Appointment and Remuneration Policy of the Company (the "Policy") and based on the recommendation of the Nomination and Remuneration Committee (the "NRC Committee") and subject to the approval of the members, re-appointed Mr. Krishan Pal Singh as Whole-time Director of the Company for a term of three years, effective from February 20, 2023.

	(d) Car Maintenance will be as per Company Car Policy on production of actual bills
	(e) Communication: Use of devices such as telephones, mobiles, audio and video conference facilities etc. at residence;
	(f) Reimbursement for Books and Periodicals as per the Company Policy;
	(g) Expensed pertaining to gas, electricity, water and other utilities will be borne / reimbursed by the Company.
	The above perquisites shall be evaluated as per actual cost or the Income Tax rules, as applicable.
D. Other benefits and amenities	(a) Encashment of un-availed leaves;
	(b) Contribution to Provident Fund; Superannuation Fund; Annuity Fund or Gratuity, as per rules of the Company; and
	(c) Any other perquisite, allowances and benefits as may be sanctioned by the Board from time to time.
E. Commission/ Performance Linked Incentive	To be decided by the Board of Directors of the Company based on net profits of the Company, subject to ceilings provided under the Companies Act, 2013.
F. Other terms	<ul style="list-style-type: none"> • Mr. Krishan Pal Singh shall manage and conduct the business and affairs of the Company, subject to the superintendence, control and direction of the Board of Directors & Chairman/ Managing Director. • The appointment can be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying sum equivalent to three months' remuneration in lieu of the notice period.

Minimum Remuneration

Notwithstanding anything herein contained, in the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Act, in any financial year or years, the remuneration mentioned above (including any revision) be paid as minimum remuneration to the Whole-time Director.

Mr. Krishan Pal Singh, a qualified Technocrat, has over 45 years of experience in the field of Alcohol & Liquor Industry. He has been associated with the Company for over three decades. He overall heads the operations of the Company's all units and is responsible for the execution of new projects.

He is one of the Members of the Expert Committee Constituted by Central Pollution Control Board for Distilleries. He is an active member of Molasses Advisory Committee of Uttar Pradesh, convener for organising Technical Seminars with All India Distillers Association (AIDA) and Uttar Pradesh Distillers Association (UPDA).

He is enthusiastically involved in social activities and has taken various permanent projects in the field of women empowerment, self-employment, academic excellence, safe clean and green environment along with the major project for up-lifting of underground water level by artificial water recharging.

Mr. Singh, aged 70 years, has in-depth understanding of the business & operations of the Company and to avail the benefits of its rich reservoir of experience and

knowledge of Mr. Singh, the Board is of the opinion that his services as Whole-time Director shall continue to be associated with the Company.

Mr. Singh shall perform such duties as may be entrusted to him by the Board & Chairman/ Managing Director, from time to time, and separately communicated to him.

In terms of regulatory requirements, the Company has received notice from a member proposing the candidature of Mr. Singh, as Whole-time Director of the Company. Further, Mr. Singh has given his consent to act as Whole-time Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Singh satisfies all the conditions set out in Part-I of Schedule V and subsection (3) of Section 196 of the Act for being eligible for this re-appointment.

The above may be treated as a memorandum setting out the terms and conditions for re-appointment of Mr. Singh as Whole-time Director of the Company.

The disclosures prescribed under Regulation 36 of the SEBI Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are annexed and form part of this Notice.

Save and except Mr. Singh, no other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Company is required to obtain shareholders' approval by way of Special Resolution for re-appointment of Mr. Krishan Pal Singh, as Whole-time Director of the Company pursuant to the requirements of Section 196 of the Act, as Mr. Singh is over 70 years of age.

The Board commends the resolution set out at Item No. 6 of the Notice for approval of the members by way of a Special Resolution.

Item No. 7

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 Monday, May 30, 2022 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 2022-23 subject to ratification by members and 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 commends the resolution set out at Item No. 7 of the Notice for approval of the members by way of an Ordinary Resolution.

Annexure

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed

A brief resumes seeking re-appointment in the forthcoming AGM in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 is given below:

Name	Dr. Lalit Khaitan	Mr. Abhishek Khaitan	Mr. Krishan Pal Singh
Date of Birth	02.06.1943	29.04.1973	01.01.1952
Age	79 years	49 years	70 years
Date of first appointment (as per MCA website)	28.01.2003	28.01.2003	28.01.2003
Brief resume of the Director	As mentioned in the Explanatory Statement above. Brief resume is also available at the Company's website: www.radicokhaitan.com		
Remuneration Last drawn	Please refer Corporate Governance Report Section of Annual Report for Financial Year 2021-22		
Relationships with other Directors inter-se & KMPs	Dr. Lalit Khaitan is father of Mr. Abhishek Khaitan. Except this, they are not related to any other Director and Key Managerial Personnel of the Company.		None
Nature of expertise in specific functional area	Dr. Lalit Khaitan is having expertise in Financial Control, Strategy & Planning, Governance and Project Control	Mr. Abhishek Khaitan is having expertise in Global Business, Financial Controls, Brand Development Strategy, Planning and Marketing	Mr. Krishan Pal Singh is having expertise in Technology, Strategy & Planning and Operations
Qualifications	B. Com. from St. Xavier's College, Kolkata	1. B.E (I.P.) Bangalore University. 2. Management Diploma from Harvard University	B.Sc. & Diploma course in Industrial Fermentation and Alcohol Technology
Other Listed companies in which the Director is a Director as on the date of appointment	Listed - Nil Unlisted - PHD Chamber of Commerce and Industry	Listed - Nil Unlisted - Confederation of Indian Alcoholic Beverage Companies	Listed - Nil Unlisted - Radico NV Maharashtra Limited and Radico Spiritzs India Private Limited
Chairmanships/ Memberships of the Committees of other companies as on the date of appointment	Nil	Nil	Nil
Listed entities from which Director has resigned in the past three years	Nil	Nil	Nil
Number of shares held in the Company	2,34,295	86,065	16,789
No. of meetings of the Board attended during financial year 2021-22		Attended all four Board Meetings	

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

Place: New Delhi
Date: August 10, 2022

(Dinesh Kumar Gupta)
VP – Legal & Company Secretary

Radico Khaitan Limited

Registered Office: Rampur Distillery, Bareilly Road, Rampur - 244 901 (UP)
CIN L26941UP1983PLCO27278

E-mail: Investor@radico.co.in | Website: www.radickhaitan.com
Phone: 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: _____

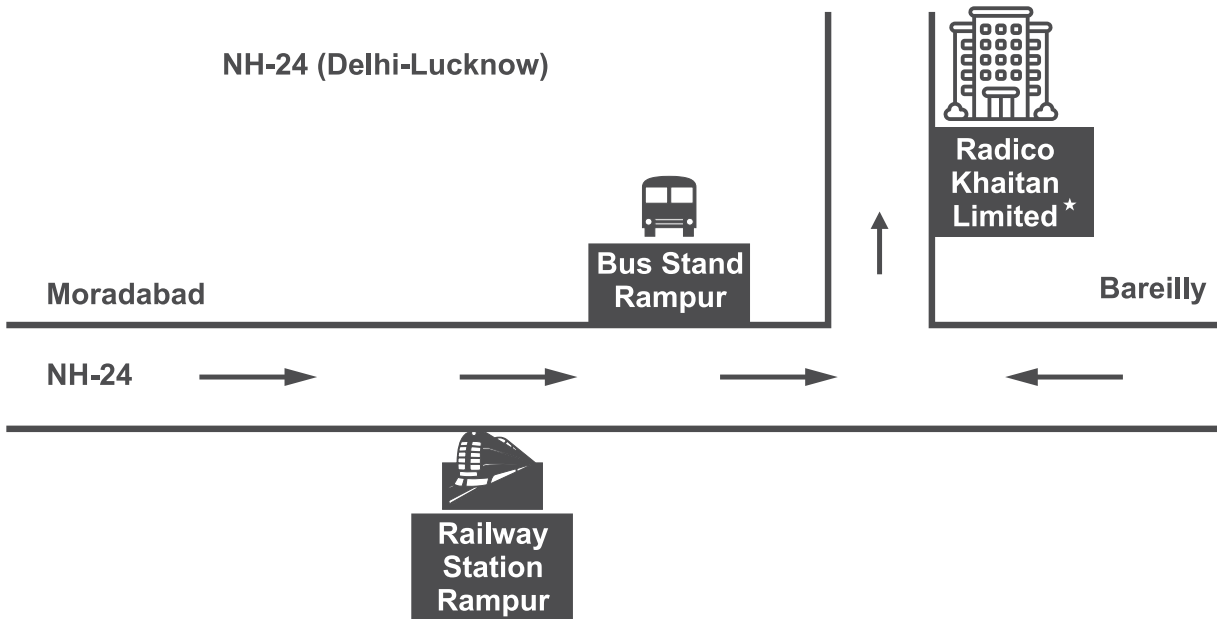
I hereby record my presence at the 38th Annual General Meeting of the Company to be held on **Thursday, September 29, 2022 at 01.00 P.M.** at Rampur Distillery, Bareilly Road, Rampur - 244 901, Uttar Pradesh.

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 38th Annual General Meeting of Radico Khaitan Limited



★ RADICO KHAITAN LIMITED, Rampur Distillery, Bareilly Road, Rampur - 244 901, Uttar Pradesh

Radico Khaitan Limited

Registered Office: Rampur Distillery, Bareilly Road, Rampur - 244 901 (UP)
CIN L26941UP1983PLC027278

E-mail: Investor@radico.co.in | Website: www.radicokhaitan.com
Phone: 0595-2350601-2 | Fax: 0595-2350009

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:

- 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 38th Annual General Meeting of the Company to be held on **Thursday, September 29, 2022 at 01:00 P.M.** at the Registered Office of the Company at Rampur Distillery, Bareilly Road, Rampur - 244 901, Uttar Pradesh, and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Particular	Resolution Type	For	Against
Ordinary Business(s)				
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 2021-22.	Ordinary Resolution		
2.	To Declare Dividend on Equity Shares.	Ordinary Resolution		
3.	To re-appoint Mr. Krishan Pal Singh, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution		

No.	Particular	Resolution Type	For	Against
Special Business(s)				
4.	To re-appoint Dr. Lalit Khaitan as Chairman & Managing Director of the Company, for the period of 5 years effective from February 20, 2023.	Special Resolution		
5.	To re-appoint Mr. Abhishek Khaitan as Managing Director of the Company, for the period of 5 years effective from February 20, 2023.	Special Resolution		
6.	To re-appoint Mr. Krishan Pal Singh as Whole-time Director of the Company, for the period of 3 years effective from February 20, 2023.	Special Resolution		
7.	To ratify the remuneration payable to Mr. R. Krishnan, as Cost Auditor of the Company for Financial Year 2022-23.	Ordinary Resolution		

Signed this day of September, 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix ₹ 1.00
Revenue
Stamp

Notes:

- This form should be signed across the stamp as per specimen signature registered with the Company.*
- THIS FORM OF PROXY, 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.*
- A PROXY NEED NOT BE A MEMBER OF THE COMPANY.*
- 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.*
- 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.*
- 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*