

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 39th Annual General Meeting (the "AGM") of the Members of Radico Khaitan Limited (the "Company") will be held on **Thursday, September 28, 2023 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)

- To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023, 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, 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

- To declare dividend on equity shares of the Company for the financial year ended March 31, 2023, 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, 2023."

- To re-appoint Mr. Abhishek Khaitan, 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. 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."

Special Business(s)

- To re-appoint Ms. Sushmita Singha as an Independent Director for a further term of five years 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 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (the "Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, and based on the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, Ms. Sushmita Singha (holding Director Identification Number: 02284266), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 01, 2019 upto March 31, 2024, and who, being eligible for re-appointment as an Independent Director, has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 01, 2024 upto March 31, 2029.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. To re-appoint Mr. Tushar Jain as an Independent Director for a further term of five years 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 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (the “Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, Mr. Tushar Jain (holding Director Identification Number: 00053023), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from August 08, 2019 upto August 07, 2024 and who, being eligible for re-appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from August 08, 2024 upto August 07, 2029.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. To re-appoint Mr. Sharad Jaipuria as an Independent Director for a further term of five years 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 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (the “Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and based on the recommendation of the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, Mr. Sharad Jaipuria (holding Director Identification Number: 00017049), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from August 08, 2019 upto August 07, 2024 and who, being eligible for re-appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from August 08, 2024 upto August 07, 2029.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

7. To ratify the remuneration of Cost Auditors for the financial year 2023-24 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 2023-24, amounting to ₹ 125,000/- (Rupees One Lakh Twenty Five 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 are 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 03, 2023

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 the AGM annexed with this notice.
- (2) **A member entitled to attend and vote at the 39th AGM 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 Act, 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 Act, 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 Registrar and Share Transfer Agent, Kfin Technologies Limited (the “RTA”).

- (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 and in all correspondence including dividend matters.
- (5) The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, September 15, 2023 to Thursday, September 28, 2023 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 Friday, October 27, 2023**, to those Members whose names shall appear on the Company’s Register of Members on **Thursday, September 14, 2023** 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 14, 2023.**
- (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, change of postal address, mobile number and e-mail IDs to their Depository Participant. 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, mobile number, email address etc. to the RTA latest by **Thursday, September 14, 2023** at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032. Relevant Forms for making such requests are available at the website of the Company at www.radicokhaitan.com.
- (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 the 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 IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended (the "IEPF 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 IEPF Rules.

Pursuant to the applicable provisions of the Act and the IEPF 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 also required to be transferred to the IEPF Account.

Accordingly, unpaid or unclaimed dividend in respect of Final Dividend for the financial year 2015-16, 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 2022-23, the Company has transferred 68,451 shares to the IEPF Account.

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, 2023, no share is lying in the said account.

- (13) SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. Any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession to the earlier SEBI Circulars i.e. Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, in case any of the above cited documents/ details are not available in the Folio(s) on or after October 01, 2023, RTA shall freeze such Folio(s). Further, SEBI has also mandated linking PAN with Aadhaar. Further, the folios in which PANs are not linked with Aadhaar numbers as on the notified cut-off date, shall also be frozen. The requirement of existing investors to link their PAN with their Aadhaar number is not applicable for Non-Resident Indians, Overseas Citizens of India unless the same is specifically mandated by CBDT, Ministry of Finance / any other Competent Government authority. Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the aforesaid SEBI Circulars. Relevant details and forms prescribed by SEBI in this regard are made available under investors section on the website of the Company at www.radicokhaitan.com. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

In compliance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated

March 16, 2023, the Company has disseminated the requirements to be complied with by holders of physical securities on its website www.radicokhaitan.com. The Company has also directly intimated its security holders about folios which are incomplete with regard to the details required under the aforesaid circular on May 23, 2023.

- (14) Pursuant to Circular No. 20/2020 dated May 05, 2020, Circular No. 10/2022 dated December 28, 2022 other relevant Circulars issued by the Ministry of Corporate Affairs (the "MCA") in this regard and SEBI Circular Nos. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 and other relevant circulars issued by the SEBI in this regard (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 25, 2023 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 the RTA 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 2022-23 is subject to declaration by the Members at the AGM. Upon declaration, this dividend will be taxable in the hands of the shareholders in the Financial Year 2023-24 (Assessment Year 2024-25). Accordingly, all the details and declarations are required to be furnished for the Financial Year 2023-24 (Assessment Year 2024-25). 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 14, 2023 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 AGM 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 Report 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 their email address registered / updated by providing E-mail ID to their Depository Participant(s).

- (20) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and the certificate from the Secretarial Auditors of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2021, will be available for electronic inspection by the members during the AGM.

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

(Dinesh Kumar Gupta)

VP – Legal & Company Secretary

Place: New Delhi

Date: August 03, 2023

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 ("KFinTech"), 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 24, 2023 (9:00 A.M. IST) and ends on Wednesday, September 27, 2023 (5:00 P.M. IST).**

During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, September 21, 2023 i.e. cut-off date, may cast their vote electronically through remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as Voting during the AGM. The e-voting module shall be disabled by KFinTech for voting thereafter. Those Members, who will be present at the AGM and have not casted 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.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting for Individual shareholders holding securities in demat mode."

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

NSDL	CDSL
1. User already registered for IDeAS facility <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” 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 or ESP i.e. KFintech and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasinew/home/login II. Click on New System Myeasi. III. Login with your registered 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 ESP name to cast your vote.
2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com/ II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. III. Proceed with completing the required fields. IV. Follow steps given in points 1. 	2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasinew/home/login II. Proceed with completing the required fields. III. Follow the steps given in point 1
3. Alternatively by directly accessing the e-Voting website of NSDL <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 redirected to NSDL Depository site wherein you can see e-voting page. V. Click on company name or ESP i.e. KFintech name and you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. 	3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN 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. V. Click on Company name and you will be redirected to KFintech e-voting website for casting your vote during remote e-voting.

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 demat accounts/ websites of Depository Participants 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 ESP 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 websites of Depositories/ Depository Participants.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depositories.

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 022 4886 7000 and 022 2499 7000

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 1800 22 55 33.

Step 2: Login method for e-Voting for shareholders other than Individual 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, 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://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN, 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 21, 2023.

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 follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend:

Type of Holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Radico Khaitan Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032
	Form for availing investor services to register PAN, email Form ISR-1 address, bank details and other KYC details or changes / update thereof for securities held in physical mode
	Update of signature of securities holder Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies Form SH-13 (Share Capital and Debentures) Rules, 2014
	Declaration to opt out Form ISR-3
	Cancellation of nomination by the holder(s) (along with Form SH-14 ISR-3) / Change of nominee
	Form for requesting issue of duplicate certificate and Form ISR-4 other service requests for shares / debentures / bonds, etc., held in physical form
Demat	Please contact your Depository Participants and register your email address and bank account details in your demat account, as per the process advised by your Depository Participants

- 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.

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 21, 2023.

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 2222 or call toll free No. 1800-309-4001 for any further clarifications.

Voting at the Annual General Meeting

Those Members who will be present at the AGM and who have 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 AGM. However, those Members are not entitled to cast their vote again at the Meeting.

- 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 21, 2023, 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. 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 21, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- v. Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
- vi. 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 prepare, not later than 2 (two) working days 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.
- vii. 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 03, 2023

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

Ms. Sushmita Singha (holding DIN No. 02284266) was appointed as Independent Director on the Board of the Company for a term of 5 (five) consecutive years effective from April 01, 2019 in compliance with the provisions of Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"). The appointment of Ms. Sushmita Singha, as Independent Director was approved by the Members at the 35th AGM of the Company held on September 26, 2019. The tenure of Ms. Sushmita Singha commenced on April 01, 2019 and ending on March 31, 2024 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the members of the Company and disclosure of such appointment in the Board's Report of the Company. Further, Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

Accordingly, the Nomination, Remuneration and Compensation Committee of the Board of Directors has, on the basis of the report of performance evaluation of Ms. Sushmita Singha, recommended her re-appointment as Non-Executive Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the recommendation of the Nomination, Remuneration and Compensation Committee, considering the background, experience and contributions made by Ms. Singha during her tenure as Independent Director and her leadership skills, rich experience, philanthropic background, capabilities and expertise in governance, believes that, the continued association of Ms. Singha would be beneficial for the Company and it is desirable to continue to avail her services as Independent Director. Therefore, it is proposed to re-appoint Ms. Sushmita Singha as Non-executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from April 01, 2024 upto March 31, 2029.

Ms. Sushmita Singha is a social entrepreneur with over 35 years experience in the development sector. Ms. Singha has integrated her deep commitment and understanding

of social and human values in the corporate world and has done great work with following as:

- Founder - MA My Anchor Foundation
- Trustee Member - Online Giving Foundation India
- Founder - JAL Water Museum
- Co Founder - Udaipur Tales International Storytelling Festival
- Member - Vikram Sarabhai Foundation amongst others
- Life member - INTACH

Ms. Sushmita Singha was Senior Vice President of Sulabh International Social Service Organization and responsible for National & International projects on Water & Sanitation and capacity building.

Ms. Sushmita Singha has worked with Kabul Municipality, Afghanistan on behalf of Ministry of External Affairs, Government of India and was Member of the UN Task Force - Millennium Development Committee for Water, Sanitation and Capacity building as one of the global experts. She was also Member of Expert panel, UNDP at Newyork, Nairobi, Dakar amongst and as Expert, UN World Water forum, Mexico. Ms. Singha has worked with Government of India and State Governments as Member & Expert of various committees. She has received many awards Nationally & Internationally and authored articles & stories and published a book.

The Company has received all statutory disclosures/declarations from Ms. Sushmita Singha including a confirmation that she is in compliance with the provisions specified under Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Basis on the declarations received, the Board confirms that the Ms. Sushmita Singha meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Sushmita Singha has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as Independent Director and that she is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Ms. Sushmita

Singha is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, and based on its evaluation, Ms. Sushmita Singha is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, as amended, and independent from the Management of the Company. A copy of the draft letter for re-appointment of the Ms. Singha setting out the terms and conditions of her re-appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail investor@radico.co.in.

Ms. Sushmita Singha would be entitled to the sitting fees for attending the Meetings of the Board of Directors and Committees thereof. The profile and specific areas of expertise of Ms. Singha forms part of this Notice.

The Company has received a notice, in writing, from a member pursuant to the provisions of Section 160 of the Act indicating the intention to propose the candidature of Ms. Sushmita Singha for the office of the Independent Director of the Company, not liable to be retire by rotation.

The Board recommends the resolution as set out at item no. 4 of the Notice for the approval of the Members of the Company as a Special Resolution.

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

Item No. 5

Mr. Tushar Jain (holding DIN No. 00053023) was appointed as Independent Director on the Board of the Company for a term of 5 (five) consecutive years effective from August 08, 2019 in compliance with the provisions of Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations. The appointment of Mr. Tushar Jain as Independent Director was approved by the Members at the 35th AGM of the Company held on September 26, 2019. The tenure of Mr. Tushar Jain commenced on August 08, 2019 and ending on August 07, 2024 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the members of the Company and disclosure of such appointment in the Board's Report of the Company. Further, Section 149(11) of the Act provides that an

independent director may hold office for up to two consecutive terms.

Accordingly, the Nomination, Remuneration and Compensation Committee of the Board of Directors has, on the basis of the report of performance evaluation of Mr. Tushar Jain, recommended the re-appointment of Mr. Tushar Jain as Non-Executive Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the recommendation of the Nomination, Remuneration and Compensation Committee, and considering the background and experience and contributions made by Mr. Jain during his tenure and industrial experience of Mr. Jain in offering strategic and operational guidance, his leadership capabilities and deep understanding of the Company's present challenges and opportunities, believes that the continued association of Mr. Jain would be beneficial for the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Tushar Jain as Non-executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from August 08, 2024 upto August 07, 2029.

Mr. Tushar Jain is an entrepreneur with over 25 years of industry experience and is currently the Managing Director of Automat Industries Private Limited. During his illustrious career, Mr. Jain has won several awards in recognition of his services, namely:

- 4th National Awards for Technology Innovation from Ministry of Chemicals & Fertilizers in the year 2013-14.
- Best entrepreneur in Medium Sector across industries by ET Now in 2013.
- National Award by Ministry of Micro, Small & Medium Enterprises for Product/Process Innovation in the year 2015.
- 7th Plasticon Awards for Best Entrepreneur by Plast India Foundation in the year 2014-15.
- The Economic Times Polymers Awards for Technological innovation in Fertilizer Tank in the year 2017.
- The Economic Times Polymer Awards for Technological innovation in Hydro Cyclone in the year 2018.
- Nominated as senior member of European Irrigation Association.

The Company has received all statutory disclosures/declarations from Mr. Tushar Jain including a confirmation that he is in compliance with the provisions specified under Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules,

2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Basis on the declarations received, the Board confirms that Mr. Tushar Jain meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Tushar Jain has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as Independent Director and that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to the circular dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Mr. Tushar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, and based on its evaluation, Mr. Tushar Jain is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, as amended, and independent from the Management of the Company. A copy of the draft letter for re-appointment of the Mr. Jain setting out the terms and conditions of his re-appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail investor@radico.co.in.

Mr. Tushar Jain would be entitled to the sitting fees for attending the Meetings of the Board of Directors and Committees thereof. The profile and specific areas of expertise of Mr. Jain forms part of this Notice.

The Company has received a notice, in writing, from a member pursuant to the provisions of Section 160 of the Act indicating the intention to propose the candidature of Mr. Tushar Jain for the office of the Independent Director of the Company, not liable to be retire by rotation.

The Board recommends the resolution as set out at item no. 5 of the Notice for the approval of the Members of the Company as a Special Resolution.

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

Item No. 6

Mr. Sharad Jaipuria (holding DIN No. 00017049) was appointed as Independent Director on the Board of the Company for a term of 5 (five) consecutive years effective from August 08, 2019 in compliance with the provisions of Section 149 and Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations. The appointment of Mr. Sharad Jaipuria, as Independent Director was approved by the Members at the 35th Annual General Meeting of the Company held on September 26, 2019. The tenure of Mr. Sharad Jaipuria commenced on August 08, 2019 and ending on August 07, 2024 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the members of the Company and disclosure of such appointment in the Board's Report of the Company. Further, Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

Accordingly, the Nomination, Remuneration and Compensation Committee of the Board of Directors has, on the basis of the report of performance evaluation of Mr. Sharad Jaipuria, recommended the re-appointment of Mr. Jaipuria as a Non-Executive Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the recommendation of the Nomination, Remuneration and Compensation Committee, and considering the background, experience and the knowledge, acumen, expertise and experience of Mr. Jaipuria in respective fields and the substantial contribution made by him during his tenure as an Independent Director, believes that, the continued association of Mr. Jaipuria would be beneficial for the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Sharad Jaipuria as Non-executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years commencing from August 08, 2024 upto August 07, 2029.

Mr. Sharad Jaipuria has over 40 years of experience in managing various industries including Textiles, Renewable Energy, Sugar & Publication. Mr. Jaipuria is currently the Chairman & Managing Director of Ginni International Limited, a composite textile mill and the Chairman of Integral Education Society that runs premier management institutions and schools across India.

Mr. Sharad Jaipuria is the member/trustee of various philanthropic & religious Trust/Societies. He is/was holding the following positions in various companies, associations and bodies:

- President - Denim Manufacturers Association
- Director - Shishir Finstock Private Limited
- Director- Possibility Edutech Private Limited
- Director- Jaipuria Educational Services Private Limited
- Director - Borodrill Commercial Company Private Limited
- Former President - PHD Chamber of Commerce & Industry
- Former Chairman - Export Promotion Council for EOUs & SEZ Units
- Former President - Northern India Textile Mills Association
- Member - World President Organization

The Company has received all statutory disclosures/declarations from Mr. Sharad Jaipuria including a confirmation that he is in compliance with the provisions specified under Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Basis on the declarations received, the Board confirms that Mr. Sharad Jaipuria meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Sharad Jaipuria has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as Independent Director and that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Mr. Sharad Jaipuria is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, and based on its evaluation, Mr. Sharad Jaipuria is a person of integrity and fulfils the conditions specified in the Act and the Rules made

thereunder read with the provisions of the SEBI Listing Regulations, as amended, and independent from the Management of the Company. A copy of the draft letter for re-appointment of the Mr. Jaipuria setting out the terms and conditions of his re-appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail investor@radico.co.in.

Mr. Sharad Jaipuria would be entitled to the sitting fees for attending the Meetings of the Board of Directors and Committees thereof. The profile and specific areas of expertise of Mr. Jaipuria forms part of this Notice.

The Company has received a notice, in writing, from a member pursuant to the provisions of Section 160 of the Act indicating the intention to propose the candidature of Mr. Sharad Jaipuria for the office of the Independent Director of the Company, not liable to be retire by rotation.

The Board recommends the resolution as set out at item no. 6 of the Notice for the approval of the Members of the Company as a Special Resolution.

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

Item No. 7

Pursuant to Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors should be ratified by the members of the Company. The Board of Directors has, at its meeting held on Thursday, May 25, 2023 and on the basis of recommendations of the Audit Committee, re-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 2023-24 subject to ratification by members and fixed their remuneration at ₹ 1,25,000/- (Rupees One Lakh Twenty Five 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 Regulations 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 of the Directors seeking re-appointment at the forthcoming AGM in terms of Regulation 36 (3) of SEBI Listing Regulations is given below:

Name	Mr. Abhishek Khaitan	Ms. Sushmita Singha	Mr. Tushar Jain	Mr. Sharad Jaipuria
1 Director Identification Number (DIN)	00772865	02284266	00053023	00017049
2 Date of Birth	April 29, 1973	May 13, 1964	August 26, 1970	April 07, 1957
3 Age	50 years	59 years	53 years	66 years
4 Date of First Appointment	January 28, 2003	April 01, 2019	August 08, 2019	August 08, 2019
5 Brief Resume	As mentioned in the Explanatory Statement above. Brief resume is also available at the Company's website: www.radicokhaitan.com			
6 Qualifications	<ol style="list-style-type: none"> B.E (I.P.) Bangalore University. Management Diploma from Harvard University 	<ol style="list-style-type: none"> Post Graduate in English from Patna University Diploma in Urban Town Planning from the Human Settlement Management Institute (HSMI), New Delhi Certification Course in Enhancement of Managerial Capability from the Indian Institute of Management (IIM), Lucknow 	M. Sc (Economics) and MBA (Finance), from BITS Pilani, and CLIA (Certified Irrigation Auditor) from American Irrigation Association	M. Com and LLB
7 Experience	Mr. Abhishek Khaitan has over 30 years of rich experience	Ms. Sushmita Singha has over 35 years of experience of working with domestic and international organisations	Mr. Tushar Jain is an entrepreneur with over 25 years of industry experience.	Mr. Sharad Jaipuria has over 40 years of experience in the industry.
8 Expertise in specific functional Area	Mr. Abhishek Khaitan is having expertise in Global Business, Financial Controls, Brand Development Strategy, Planning and Marketing	Ms. Sushmita Singha is having expertise in Urban Town Planning and Global Business	Mr. Tushar Jain is having expertise in Global Business, Financial Controls, Investment Banking and Strategy	Mr. Sharad Jaipuria is having expertise in Business and Financial Controls

Name	Mr. Abhishek Khaitan	Ms. Sushmita Singha	Mr. Tushar Jain	Mr. Sharad Jaipuria
9 Directorship held in other Companies	Listed – Nil Unlisted - PHD Chamber of Commerce and Industry	Listed - Kajaria Ceramics Limited Unlisted - 1. Ginni International Limited 2. Udaipur Tales Private Limited 3. Aculina Solutions Private Limited	Listed – Nil Unlisted - 1. Automat Industries Private Limited 2. Automat Irrigation Private Limited 3. AOA Homes Property Private Limited	Listed – Nil Unlisted - 1. Ginni International Limited 2. Shishir Finstock Private Limited 3. Possibility Edutech Private Limited 4. Jaipuria Educational Services Private Limited 5. Borodrill Commercial Company Private Limited
10 Memberships/ Chairmanships of Committees of other Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	NIL	NIL	NIL	Ginni International Ltd. (Member of Audit Committee).
11 Number of shares held in the company	86,065	NIL	1,000	1,000
12 Remuneration last drawn	Please refer Corporate Governance Report Section of Annual Report for Financial Year 2022-23	No remuneration other than Sitting Fees. Please refer Corporate Governance Section of Annual Report for Financial Year 2022-23.		
13 Relationship between Directors Inter-se and Key Managerial Personnel	Mr. Abhishek Khaitan is son of Dr. Lalit Khaitan. Except this, Mr. Abhishek Khaitan is not related to any other Director and Key Managerial Personnel of the Company.	None	None	None
14 Number of Meetings of the Board attended during the year	4 Meetings	3 Meetings	3 Meetings	3 Meetings
15 Names of listed entities from which Director has resigned in the past three years	Nil	Greenpanel Industries Limited	Nil	Nil
16 Terms and Conditions of appointment/ reappointment	Mr. Abhishek Khaitan retires by rotation and being eligible, offers himself for re-appointment in terms of Section 152(6) of the Companies Act, 2013.	Details of terms and conditions of re- appointment form part of the Explanatory Statement.		

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

Place: New Delhi
Date: August 03, 2023

(Dinesh Kumar Gupta)
VP – Legal & Company Secretary

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

ATTENDANCE SLIP

Regd. Folio No. / DP ID / Client ID: _____

Name & Address of First / Sole Shareholder: _____

Name of the Proxy: _____

No. of Shares held: _____

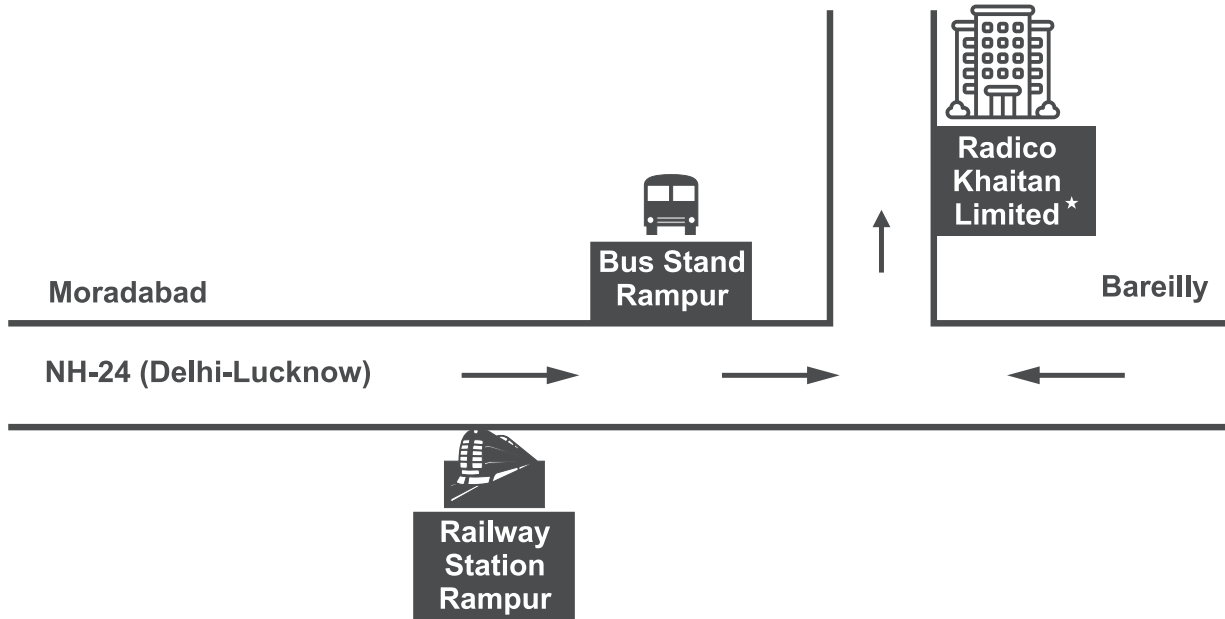
I hereby record my presence at the 39th Annual General Meeting of the Company to be held on **Thursday, September 28, 2023 at 01.00 P.M.** at Rampur Distillery, Bareilly Road, Rampur - 244 901, Uttar Pradesh.

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 39th 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:

1. Name: _____

Address: _____

Email Id: _____ Signature: _____ or failing him

2. Name: _____

Address: _____

Email Id: _____ Signature: _____ or failing him

3. Name: _____

Address: _____

Email Id: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 39th Annual General Meeting of the Company to be held on **Thursday, September 28, 2023 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(es)				
1.	To adopt the Standalone and Consolidated Annual Financial Statements of the Company including Report of Board of Directors and Auditors' Report for the Financial Year 2022-23.	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		

No.	Particular	Resolution Type	For	Against
Special Business(s)				
4.	To re-appoint Ms. Sushmita Singha as an Independent Director for further term of five years.	Special Resolution		
5.	To re-appoint Mr. Tushar Jain as an Independent Director for further term of five years.	Special Resolution		
6.	To re-appoint Mr. Sharad Jaipuria as an Independent Director for further term of five years.	Special Resolution		
7.	To ratify the remuneration payable to Mr. R. Krishnan, as Cost Auditor of the Company for Financial Year 2023-24.	Ordinary Resolution		

Signed this day of September, 2023

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, TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the solutions, your Proxy will be titled to vote in the manner as he/she thinks appropriate. This is only optional.
6. Instrument of Proxy which is unnamed, unstamped, not dated, multiple proxies bearing same date, shall be treated as invalid.

* Applicable for investors holding shares in demat form.