

NOTICE

FOR THE 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting of the Members of Radico Khaitan Limited (RKL), will be held on Monday, 24th day, September, 2012 at 1.00 p.m. at the registered office of the Company at Rampur Distillery, Bareilly Road, Rampur (U.P.) 244 901 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Accounts of the Company consisting of the Balance Sheet as at 31st March 2012 and the Profit and Loss Account for the year ended on that date including Notes thereto together with Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a director in place of Dr. Raghupati Singhania, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. K.S. Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that M/s. V. Sankar Aiyar & Co., Chartered Accountants, having Registration no.109208W, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors."

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

Place : New Delhi
Date : 31.07.2012

Sd/-
Amit Manchanda
Group Head – Legal &
Company Secretary

NOTES

- (1) **A member entitled to attend the meeting and vote thereat is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be valid should be duly stamped, completed and signed and must be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) Dr. Raghupati Singhania and Mr. K.S. Mehta, Directors, shall retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Brief resume of these Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company commends their respective re-appointments.
- (3) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- (4) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
- (5) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (6) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.

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- (7) (a) The Company has already notified closure of Register of Members and Transfer Books from 19.09.2012 to 24.09.2012 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
- (b) The dividend on Equity Shares, if declared at the Meeting, will be paid on or before 23.10.2012 to those Members whose names shall appear on the Company's Register of Members on 24.09.2012. 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 beneficial owners as on that date.

- (8) Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96, 1997, 1998, 1999, 2000, 2001-2002, 2002-2003 and 2003-2004 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Dividends for the financial year ended 31.03.2005 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant(s) for the aforesaid years are requested to seek issue of duplicate warrant (s) by writing to the Company's Registrars and Transfer Agents, M/s. Mas Services Ltd.

Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim.

- (9) Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Mas Services Ltd., immediately of:

(a) Change in their Residential status on return in India for permanent settlement.

(b) Particulars of their Bank Account maintained to India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.

- (10) Green initiative:

In view of green initiative measures taken by MCA to save papers, you are requested to provide your email id to the Company or update id with your DP's, so that all the communications along with notices and Annual Reports may be sent through electronic mode. The shareholders may seek physical copy also.

By order of the Board
for Radico Khaitan Limited

Sd/-
Amit Manchanda
Group Head – Legal &
Company Secretary

Place : New Delhi
Date : 31.07.2012