



## Radico

### Calendar of Events

Sl. No.	Particulars	Date of Completion
1.	Date of receipt of consent of the Scrutinizer to act as Scrutinizer	17.10.2013
2.	Date of the Board meeting and approval of: a) the Postal Ballot Notice b) appointment of Scrutinizer c) approve of Calendar of Events d) authorizing Mr. Amit Manchanda, Group Head Legal & Company Secretary and Mr. Satish Chandra Pandey, Assistant Company Secretary for being responsible to complete the Postal Ballot Process	21.10.2013
3.	Appointment of Scrutinizer	21.10.2013
4.	Intimation of outcome of Board Meeting to BSE & NSE	21.10.2013
5.	Filing of Board resolution along with Calendar of Events with the Registrar of Companies in e-Form 62 (within one week of the Board resolution)	28.10.2013
6.	Submission of three copies of the Postal Ballot Notices to the BSE and NSE	07.11.2013
7.	Date of commencement of dispatch of the Postal Ballot Notice and the Postal Ballot Forms	07.11.2013
8.	Date of completion of dispatch of the Postal Ballot Notice and the Postal Ballot Forms	09.11.2013
9.	Publication of the mandatory advertisement giving date of completion of dispatch of the Postal Ballot Notices and the Postal Ballot Forms (one in English language and one in vernacular language)	09.11.2013
10.	Submission of the newspaper advertisement regarding dispatch of Postal Ballot Notices and the Postal Ballot Forms to BSE and NSE	11.11.2013
11.	Last date of receipt of the Postal Ballot Forms by the Scrutinizer	09.12.2013
12.	Date of submission of the report/result of the postal ballot by the Scrutinizer to the Chairman	13.12.2013
13.	Date of declaration of the result by the Chairman (to be displayed on the notice board at the registered office of the Company and web-site of the Company)	13.12.2013
14.	Date of signing of the minutes by the Chairman in which the result of the Postal Ballot is recorded	13.12.2013
15.	Send copy of the result of the Postal Ballot to BSE and NSE	13.12.2013
16.	Date of returning the Postal Ballot Forms, Registers required to be maintained by the Scrutinizer and other related papers to the Chairman by the Scrutinizer	14.12.2013
17.	File resolution along with e-Form 23 with the Registrar of Companies.	14.12.2013

For Radico Khaitan Limited

  
Amit Manchanda  
Group Head - Legal &  
Company Secretary

### Radico Khaitan Limited

Plot No. J-1, Block B-1, Mohan Co-op. Industrial Area  
Mathura Road, New Delhi-110044  
Ph : (91-11) 4097 5400/444/500/555 Fax: (81-11) 4167 8841-42  
Registered Office : Bareilly Road, Rampur-244901 (U.P.), Gram : Radico  
Phones : 0595-2350601/2, 2351703 Fax : 0595-2350009  
e-mail : info@radico.co.in  
website : www.radico.khaitan.com



# RADICO KHAITAN LIMITED

Registered Office : Baroilly Road, Rampur-244901 (U.P.) (India)

## POSTAL BALLOT NOTICE

Notice is issued pursuant to Section 180(1) (a) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Dear Shareholders,

Notice is hereby given to the shareholders of the Company ("Shareholders") pursuant to Section 180(1) (a) of the Companies Act, 2013 ("Companies Act, 2013") read with Section 192A of the Companies Act, 1956 ("Companies Act, 1956") and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Postal Ballot Rules"), as amended from time to time, to consider and if thought fit to pass the resolutions herein below as a *Special Resolution* by way of postal ballot.

The resolutions together with the explanatory Statement containing all material facts and reasons for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 read with Section 192A (2) of the Companies Act, 1956 are being sent herewith along with a postal ballot form ("Postal Ballot Form") and a self-addressed postage pre-paid business reply envelope for your consideration and voting.

The board of directors of the Company ("Board") has appointed Mr Niraj Preet Singh Chawla, LLB, ACS, Principal Associate of Valesh Associates Advocates, as scrutinizor ("Scrutinizer") who will be responsible for the fair and transparent conduct of vote through the postal ballot process.

Shareholders desiring to exercise their vote by postal ballot are requested to carefully read the instructions before filling the Postal Ballot Form and return the duly completed Postal Ballot Form (no other copy or photocopy of the said Postal Ballot Form will be accepted) in the attached self-addressed postage pre-paid business reply envelope. The Postal Ballot Form(s) should reach the Scrutinizer on or before 5 PM on 9th December 2013 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from such Shareholder.

The Company is pleased to offer e-voting facility as an alternative way to record votes of its Individual Shareholders (i.e. other than Corporate/FIs/FII, etc.). The procedure for availing the e-voting facility is described as a separate section of the instructions page. Kindly note that while exercising their vote, equity Shareholders can opt for only one of the two modes i.e. either through the Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through the Postal Ballot Form and vice-versa.

The Scrutinizer will submit his report to the Chairman of the Board after completion of the scrutiny of the Postal Ballot Forms received. The result of voting by postal ballot will be declared by the Chairman of the Board, or in his absence, by any other person authorized by the Chairman of the Board, on 13th December 2013 at 2 PM at the registered office of the Company. Additionally, the result will also be posted on the Company's website, <http://www.radicokhaitan.com> and will be communicated to the stock exchanges where the equity shares of the Company are listed. The resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company or by the authorized person, if the result of the postal ballot indicates that the requisite majority of the Shareholders assented to the resolution.

### PROPOSED SPECIAL RESOLUTION

#### SPECIAL BUSINESS

#### Transfer of Company's IMFL Business

*To consider and, if thought fit, pass the following resolutions as Special Resolution:*

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Companies Act, 1956, the Memorandum and Articles of Association of the Company and subject to such other permissions, consents and approvals, if any, required from any third party including without limitation from relevant government authorities and the Company's lenders, and in each case, subject to such conditions as may be prescribed by them, and any other conditions which may be necessary or desirable in the opinion of the board of directors of the Company (hereinafter referred to as the "Board"), the consent, authority and approval of the Shareholders be and is hereby accorded to the Board (including any Committee of the Board thereof) to transfer, sell, assign, restructure, convey or otherwise dispose of the whole or substantially the whole of the Indian made foreign liquor business undertaking ("IMFL Business") of the Company, by way of slump sale as a 'going concern' or otherwise, comprising, *inter alia*, its employees, customers, suppliers and other partner relationships and including verbal agreements and formal contracts, causes of actions and any or all assets, properties, liabilities, licenses, permits, consents, approvals relating to the IMFL Business of the Company to a subsidiary of the Company, in such manner as the Board may consider appropriate, on such terms and conditions, for a lumpsum consideration to be decided by the Board and with effect from such date as may be decided by the Board, in its discretion, with full power and authority to the Board to do all such acts, deeds and things as may be necessary to implement such transfer including without limitation making all necessary filings for and on behalf of the Company."

"RESOLVED FURTHER THAT the Board (including any Committee of the Board thereof) be and is hereby authorized, in its discretion, to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and without further reference to the Shareholders, to negotiate, finalize price or other consideration, decide mode, time and manner of payment for the transfer of the IMFL Business including without limitation ascertaining the assets and liabilities to be transferred, finalizing and executing necessary agreements, deeds of assignment and such other documents/agreements as may be necessary or expedient in the discretion of the Board, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, or agent to assist in connection with the transactions contemplated herein."

By order of the Board  
For Radico Khaitan Ltd.

Place : Delhi  
Date : 21st October, 2013

Sd/-  
Amit Manchanda  
Group Head Legal & Company Secretary

## NOTES AND EXPLANATORY STATEMENT

## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 192A (2) of the Companies Act, 1956 setting out material facts is appended herein below.
2. The Notice is being sent to all the Shareholders, whose names appear on the register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 30th October 2013. Shareholders' voting rights shall be in proportion to his/her/its share of the paid-up share capital of the Company.
3. In accordance with Section 180(1) (a) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 and the Postal Ballot Rules, the item of business as set out in the notice above is sought to be passed as a *Special Resolution* through postal ballot.
4. The date of dispatch of the postal ballot notice ("**Postal Ballot Notice**") will be announced through advertisement in newspapers.
5. The Shareholders' are requested to exercise their voting rights by using the attached Postal Ballot Form or e-voting only. No other form or photocopy of the Postal Ballot Form is permitted.
6. Postal Ballot Form and the self-addressed postage pre-paid business reply envelope are enclosed.
7. Shareholders are requested to cast their votes on the resolution only through one mode (Postal Ballot Form or e-vote). If you are opting for e-voting, then do not vote through the Postal Ballot Form and vice-versa.
8. All relevant documents referred in the Explanatory Statement shall be open for inspection at the registered office of the Company on all working days between 11 AM to 4 PM up to the date of declaration of the result of postal ballot.

**EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE NOTICE DATED 21ST OCTOBER 2013, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH SECTION 192A OF THE COMPANIES ACT, 1956**

**Strategic rationale**

The Board has deliberated several options to enable the Company to strengthen its competitive edge in the alcoholic beverages segment and to unlock shareholder value. In this context, the Board has resolved to transfer the Indian made foreign liquor business undertaking ("**IMFL Business**") of the Company to a proposed unlisted subsidiary of the Company ("**Transferee**"), subject to such terms and conditions as the Board may consider fit ("**Restructuring**"). The Board is of the view that the Restructuring should result in a viable and sustainable structure for the Company and the IMFL Business (having regard to the interests of all stakeholders including the Company's shareholders ("**Shareholders**") and employees) and should assist in creating a platform that will enable the Company to implement its long term strategy to achieve:

- accelerated product premixation and entry into new growth categories;
- strengthening global reach and recognition of brands comprising the IMFL Business;
- accelerated development of new brands and promoting synergies in marketing, sales and human resources;
- strengthening of the financial position of the Company to enable it to compete with the global players present and which are entering the fast growing Indian market; and
- enhanced operational efficiency for the IMFL Business.

**Approvals**

The proposed Restructuring is subject to the approval of the Shareholders under section 180(1)(a) of the Companies Act, 2013 read with section 192A of the Companies Act, 1956 and the Board finally settling and agreeing to the final terms and conditions at which the Restructuring may (if at all) take place.

**Mode of transfer, key terms and additional benefits**

It is proposed to obtain approval of the Shareholders under section 180(1)(a) of the Companies Act, 2013 read with section 192A of the Companies Act, 1956 by passing *Special Resolutions*, through Postal Ballot, to approve the Restructuring and the consequent transfer of IMFL Business to the Transferee by way of slump sale as a 'going concern'. None of the Directors of the Company may be deemed to be concerned or interested in the resolution, except to the extent of their respective shareholding in the Company, if any. The IMFL Business is proposed to be transferred to the Transferee for a lumpsum consideration as may be decided by the Board. For this purpose, the Company proposes to enter into a Business Transfer Agreement with the Transferee.

**Additional considerations**

In addition, certain potential investors have approached the Company with respect to possibly acquiring an interest in the Transferee operating the IMFL Business. In this connection, the Company proposes to procure an independent "fair market" valuation of the IMFL Business on a standalone basis ("**Independent Valuation**"). The Company intends that any potential investor desiring to acquire a strategic interest in the Transferee entity operating the IMFL Business values the IMFL Business, and consequently the Transferee entity, in consonance with the Independent Valuation. There is, however, no certainty that any discussions with potential investors will lead to any agreement or transaction of any nature whatsoever. If any discussions result into a transaction, the Company shall make appropriate disclosures required under applicable law. If any potential investor acquires an interest in the Transferee operating the IMFL Business, the proceeds from such acquisition will, among other things, enable the Company to repay indebtedness, thereby further strengthening the Company's financial position.

If the IMFL Business is transferred to the Transferee, both the Transferee and any potential investor are likely to expect that a substantial part of the existing senior management team of the Company will consequently transfer across along with the IMFL Business. Furthermore, the potential investors with respect to the IMFL Business could also require the Company and its existing promoters refrain from diluting their investments in the Company and/ or using their specialist know how and experience from competing with the IMFL Business, so that the IMFL Business is sustainable post its transfer to the Transferee.

The Board recommends the resolution set out in the Notice for approval of the Shareholders as a Special Resolution.

By order of the Board  
For Radico Khaltan Ltd.

Place : Delhi  
Dated : 21st October, 2013

Sd/-  
Amit Manchanda  
Group Head Legal & Company Secretary

**INSTRUCTIONS FOR POSTAL BALLOT FORM**

1. Pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 and the Postal Ballot Rules, assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.
2. A Shareholder desiring to exercise his vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Shareholder will also be accepted.
3. A Shareholder may convey his/her/its assent/dissent in this Postal Ballot Form. The consent of the Shareholders must be accorded by recording the assent in the column 'I / We assent to the Resolution' and dissent in the column 'I / We dissent to the Resolution' by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
4. The self-addressed business reply envelope bears the address of the Scrutinizer appointed by the Board.
5. The Postal Ballot Form should be duly completed and signed by the Shareholder(s). In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
6. Where the Postal Ballot Form is signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the Postal Ballot Form. A Shareholder may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
8. A Shareholder need not use all his votes or cast all his votes in the same way.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before 5 PM on 9th December 2013. Any Postal Ballot Form received after this date will be treated as if the same has not been received.
10. The postal ballot shall not be exercised by a Proxy.
11. Shareholders may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 9 above.
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be received by Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. A member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and also vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

**INSTRUCTIONS FOR AVAILING E-VOTING FACILITY**

**A. In case of Individual Member receiving e-mail from NSDL:**

1. Open e-mail and open PDF file viz., "Radico Khaitan Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an Initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - "Login".
4. Put user ID and Password as Initial password noted in step (A.1) above. Click Login.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of 'e-Voting' opens. Click on "e-Voting: Active Voting Cycles".
7. Select EVEN of Radico Khaitan Limited.
8. Now you are ready for e-Voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

**B. In case of Members receiving Postal Ballot Form by Post:**

1. Initial password is provided at the bottom of the Postal Ballot Form.
  2. Please follow all steps from Sl. No. 2 to Sl. No. 9 as mentioned in (A) above, to cast vote.
- C.** If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- D.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



**RADICO KHAITAN LIMITED**  
Registered Office : Bareilly Road, Rampur-244901 (U.P.) (India)

**POSTAL BALLOT FORM**

(To be returned to the Company)

Serial No

1. Name & Address of the Sole/ First named Member as registered with the Company
2. Name(s) of the Joint Member(s), if any, registered with the Company
3. Registered Folio No./ DPID No.\* & Client ID No.\*  
(\*Applicable to investors holding shares in dematerialized form)
4. Number of shares held
5. I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company dated 21st October, 2013 by sending my/our assent (For) or dissent (Against) to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Special Resolution of the Shareholders pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Companies Act, 1956, the Memorandum and Articles of Association of the Company and subject to such other permissions, contents and approvals, if any, third party including without limitation from required from any relevant government authorities and the Company's lenders, and in each case, subject to such conditions as may be prescribed by them, and any other conditions which may be necessary or desirable in the opinion of the board of directors of the Company (hereinafter referred to as the "Board"), authorizing for consent for the Board (including any Committee of the Board thereof) to transfer, sell, assign, restructure, convey or otherwise dispose of the whole or substantially the whole of the Indian made foreign liquor business undertaking ("IMFL Business") of the Company, by way of slump sale as a 'going concern' or otherwise, comprising, inter alia, its employees, customers, suppliers and other partner relationships and including verbal agreements and formal contracts, causes of actions and any or all assets, properties, liabilities, licenses, permits, consents, approvals relating to the IMFL Business of the Company to a subsidiary of the Company in such manner as the Board may consider appropriate), on such terms and conditions, for a lumpsum consideration to be decided by the Board and with effect from such date as may be decided by the Board. In its discretion, with full power and authority to the Board to do all such acts, deeds and things as may be necessary to implement such transfer (including without limitation making all necessary filings for and on behalf of the Company. Further, by this Special Resolution the Shareholders also authorized the Board (including any Committee of the Board thereof), in its discretion, to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and without further reference to the Shareholders, to negotiate, finalize price or other consideration, decide mode, time and manner of payment for the transfer of the IMFL Business including without limitation ascertaining the assets and liabilities to be transferred, finalizing and executing necessary agreements, deeds of assignment and such other documents/agreements as may be necessary or expedient in the discretion of the Board, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, or agent to assist in connection with the transactions contemplated herein.			

Place  
Date

(Signature of the Shareholder(s))

Following Particulars to be used only in case Shareholder opts for e-voting  
**ELECTRONIC VOTING PARTICULARS**

EVEN (Electronics Voting Event Number)	USER ID	PASSWORD

Notes