

## RADICO KHAITAN LIMITED

CIN: L26941UP1983PLC027278

Registered Office: Rampur Distillery, Bareilly Road, Rampur - 244 901 (U.P.)

Tel. No.: 0595-2350601/2, 2351703 Fax No. 0595-2350009

Corporate Office: Plot No. J-1, Block B-1. Mohan Co-operative Industrial Area

Mathura Road, New Delhi 110044

Tel. No.: 011-40975444/555 Fax No. 011-41678841/42

E-mail: [investor@radico.co.in](mailto:investor@radico.co.in) Web.: [www.radicokhaitan.com](http://www.radicokhaitan.com)

## NOTICE

NOTICE is hereby given that the Forty-First (41<sup>st</sup>) Annual General Meeting (“AGM”) of the members of RADICO KHAITAN LIMITED (“Company”) will be held on **Friday, August 8, 2025 at 12:30 P.M.** (IST) at the registered office of the Company at Rampur Distillery, Bareilly Road, Rampur - 244901, Uttar Pradesh, to transact the following business(s):

### 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, 2025, 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 an **Ordinary Resolution**:

**“RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, 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 a dividend on equity shares of the Company for the financial year ended March 31, 2025, 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** dividend @ ₹ 4.00 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, 2025.”

- To re-appoint Mr. Amar Singh, who retires by rotation as a Director, and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Amar Singh (DIN: 10616954), 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 hold and continue to hold office or place of profit by Mr. Shivraj Khaitan in the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Nomination and Remuneration Policy of the Company and as recommended by the Nomination, Remuneration and Compensation Committee, the Audit Committee and the Board of Directors (“Board”) of the Company, the consent of the members of the Company be and is hereby accorded to hold and continue to hold office or place of profit in the Company by Mr. Shivraj Khaitan, Chief Executive Trainee- Business Strategy of the Company, on terms & conditions including revised remuneration with effect from April 1, 2025, as set out in the explanatory statement, which forms part of this resolution.

**“RESOLVED FURTHER THAT** the Board or the Nomination, Remuneration and Compensation Committee of the Company be and is hereby authorised to revise his designation, terms & conditions and remuneration, whenever it may deem fit and appropriate and to settle any question

or difficulty and to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. To appoint TVA & Co. LLP, Company Secretaries in practice, as Secretarial Auditors of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 (“Act”) read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, on the recommendation of Audit Committee and the Board of Directors (“Board”), the consent of the members of the Company be and is hereby accorded for appointment of TVA & Co. LLP, Company Secretaries in practice, [LLPIN: AAE-9329], as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years (“FY”) from FY 2025-26 to FY 2029-30, to conduct the secretarial audit of the Company in accordance with the applicable provisions of the Act, at such remuneration as may be decided by the Board and its committee(s) from time to time in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditors such activities beyond the statutory requirements of secretarial audit including issuance of various certificates, reports, assisting in compliance matters and other non-audit related services which the Secretarial Auditor may be eligible to provide or issue under the applicable laws.

**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 ratify the remuneration of Cost Auditor for the financial year 2025-26 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, remuneration payable to Mr. R. Krishnan (Membership No. 7799), Cost Accountant, appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct audit of the cost records of the Company for the financial year 2025-26, 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 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.”

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

**Dinesh Kumar Gupta**

Sr. VP – Legal & Company Secretary

Place: New Delhi

Date: May 6, 2025

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out all material facts relating to the relevant items of business(es) of this Notice is annexed herewith and the same should be taken as part of this Notice.
2. **Pursuant to the provisions of the Act, a member entitled to attend and vote at the 41<sup>st</sup> 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 forty-eight (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 a certified copy of the Board Resolution/letter of authority/power of attorney authorising their representative to attend and vote on their behalf at the meeting. The said resolutions/authorisations shall be sent to scrutinizer by email at [tanujvohra@yahoo.com](mailto:tanujvohra@yahoo.com) with a copy marked to [investor@radico.co.in](mailto:investor@radico.co.in).

Members are requested to notify immediately the change of address, if any, to the Company or Kfin Technologies Limited, the Registrar and Share Transfer Agent ("RTA").
3. As required under the Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 issued by the ICSI, particulars relating to Mr. Amar Singh, retiring by rotation and proposed to be re-appointed are given in the **Annexure A** of this Notice.
4. Members attending the AGM are requested to bring their Attendance Slip.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, July 25, 2025 to Friday, August 8, 2025 (both days inclusive).
6. 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.
7. In case of joint holders attending the meeting, 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.
8. **Dividend for Financial Year ("FY") 2024-25:** The Board of Directors of the Company at its meeting held on May 6, 2025 recommended a dividend of ₹ 4/- (i.e. 200 %) per equity share of ₹ 2/- each for FY2025 subject to approval of members at the AGM. The dividend, if approved at the AGM, will be paid/ dispatched subject to tax deducted at source ("TDS") within thirty (30) days from the date of AGM to those member(s) or their mandates:
  - a) whose names appear as Beneficial Owners at the end of business hours on, Thursday, July 24, 2025, in the lists of Beneficial Owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic form; and
  - b) whose names appear as Member(s) in the Register of Members of the Company as on Thursday, July 24, 2025.
9. Except for shares held in physical form, where KYC details (i.e. postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.) or e-mail id(s) are not updated, in the event the Company is unable to pay the dividend to any member directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or any other reasons whatsoever, subject to specific mandate otherwise issued by SEBI, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such member, as soon as possible.
10. **TDS on Dividend:** 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 FY 2024-2025 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 FY 2025-2026 (Assessment Year 2026-2027). Accordingly, all the details and declarations are required to be furnished for the FY 2025-2026 (Assessment Year 2026-2027). 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](http://www.radicokhaitan.com). Kindly note that the relevant documents can be sent to the Company as under:

- (A) Executed documents can be sent through email at [investor@radico.co.in](mailto: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 relevant documents may also be uploaded with the RTA at <https://ris.kfintech.com/form15> or sent to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

The relevant executed documents must reach the Company on or before Thursday, July 24, 2025, 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 e-mail are also required to send the executed documents (in original) at the above mentioned Corporate Office of the Company.

11. For members holding shares in physical form, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e., postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the RTA, the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details. Further, with effect from April 1, 2024, any payment of dividend shall only be made in electronic mode to such members. The Company has made relevant intimations to the members from time to time.

Further, SEBI has mandated that securities of listed companies can be transferred only in demat form. Therefore, members are advised to dematerialize shares held by them in physical form for ease.

For consolidation of share certificates, members holding shares in physical form, in more than one

folio, with identical order of names, are requested to send the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio to the RTA. Requests for consolidation of share certificates shall only be processed in dematerialized form.

12. 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 ("DP").

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, e-mail id etc. to the RTA latest by Thursday, July 24, 2025 at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad - 500032. Relevant Forms for making such requests are available at the website of the Company at [www.radicokhaitan.com](http://www.radicokhaitan.com).

13. 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.

14. Members whose KYC details (i.e. postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.) or e-mail id(s) is not registered/ updated with the Company or with their respective DP(s), and who wish to receive the Notice of the 41<sup>st</sup> AGM, the Annual Report for the FY 2024-25 and all other future communications sent by the Company from time to time, can get their KYC details and e-mail id(s) registered/ updated by following the steps as given below:

- a. Members holding shares in physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN linked with Aadhaar and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving Licence, Election Identity Card,

Passport etc.) and such other documents as prescribed in the Form ISR-1:

- i. **if e-mail id is registered** - by sending an e-mail at [investor@radico.co.in](mailto:investor@radico.co.in) from their registered e-mail id(s) followed by mandatorily sending the physical copy of the same through post at the registered office of the RTA directly; and
  - ii. **if e-mail id is not registered** - by sending the physical copy of the same through post at the Registered Office of the RTA or directly to the RTA.
- b. Members holding shares in demat form may update their KYC details and e-mail id(s) with their DP.

The Company strongly urges the members to register their e-mail id(s) with the Company / RTA or the DP, if you hold shares in physical form or demat form respectively.

Communication with regard for updation of KYC has been sent to all members holding shares in physical form at their registered e-mail id(s) from time to time.

15. Pursuant to Section 72 of the Act, read with rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014, Shareholders can avail facility to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company/RTA.
16. **Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF)** : 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 (7) consecutive years to the IEPF.

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. The shares transferred to the IEPF can be claimed back by the concerned Members from IEPF 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 (7) years from the date of transfer to the unpaid dividend

account, is also required to be transferred to the IEPF. Accordingly, unpaid or unclaimed dividend in respect of Dividend for the FY 2017-18, will be 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.

The Company has uploaded the details of unpaid and unclaimed dividend on its website and the same can be viewed on [www.radicokhaitan.com](http://www.radicokhaitan.com).

17. Pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 10/2022 dated December 28, 2022, Circular No. 9/2023 dated September 25, 2023, Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (the "MCA") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other relevant circulars issued by the MCA and SEBI in this regards (the "Circulars"), Notice of AGM and Annual Report is being 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, July 4, 2025 and to those members whose e-mail id(s) are registered with their DP(s) or with the Company or its RTA. The same will also be available on the Company's website [www.radicokhaitan.com](http://www.radicokhaitan.com), website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of the RTA at [www.https://evoting.kfintech.com](https://evoting.kfintech.com). The physical copy of the Notice along with Annual Report shall be made available to the Member(s) who may request the same in writing to the Company.

Additionally, in accordance with Regulation 36(1) (b) of the Listing Regulations, the Company is also sending a letter to members whose e-mail id(s) are not registered with Company/ DP(s)/ RTA providing the exact path of Company's website from where the Notice and Annual Report for FY 2024-25 can be accessed.

18. Every member entitled to vote at the AGM or on any resolution to be moved there at shall be entitled during the period beginning twenty-four (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 (3) days' notice in writing of the intention so to inspect is given to the Company.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and the certificate from the Secretarial Auditor of the Company under Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and other statutory documents required under the law will be available for physical inspection by the members during the AGM.
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ RTA/ DP of any change in address

or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long.

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

**Dinesh Kumar Gupta**  
Sr. VP - Legal & Company Secretary

Place: New Delhi  
Date: May 6, 2025

## INSTRUCTIONS FOR REMOTE E-VOTING

**Voting through electronic means** in terms of the provisions of Section 108 of the Companies Act, 2013 (“Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2015 (as amended from time to time), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“Listing Regulations”) and the Ministry of Corporate Affairs (“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 members 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 Monday, August 4, 2025 (09:00 A.M.) and ends on Thursday, August 7, 2025 (5:00 P.M.).**

During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 1, 2025 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 through ballot at 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 at the AGM.

The Board of Directors has appointed Mr. Tanuj Vohra, Partner, TVA & Co. LLP, a peer reviewed firm of Company Secretaries in practice, 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](mailto: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
<p><b>1. User already registered for IDeAS facility</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the ‘Beneficial Owner’ icon under ‘Login’ under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on ‘Access to e-voting’.</p> <p>IV. Click on company name or 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.</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></p> <p>II. Click on New System Myeasi.</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-voting Menu. The Menu will have links of ESP i.e. Kfintech e-voting portal.</p> <p>V. Click on ESP name to cast your vote.</p>

NSDL	CDSL
<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link: <a href="https://eservices.nsd1.com/">https://eservices.nsd1.com/</a></p> <p>II. Select 'Register Online for IDeAS' or click at <a href="https://eservices.nsd1.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd1.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p>	<p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p>
<p><b>3. Alternatively by directly accessing the e-voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsd1.com/">https://www.evoting.nsd1.com/</a></p> <p>II. Click on the icon 'Login' which is available under 'Shareholder/Member' section.</p> <p>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.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>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.</p>	<p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP i.e. Kfintech, where the e- Voting is in progress.</p> <p>V. Click on Company name and you will be redirected to Kfintech e-voting website for casting your vote during remote e-voting.</p>

**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 DP registered with NSDL /CDSL for e-voting facility.
- II. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.
- III. Click on options available against company name or 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/ DP.

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 - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 4886 7000 and 022 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 1800 21 099 11.

**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 authorized representative(s), to the Scrutinizer at email [tanujvohra@yahoo.com](mailto:tanujvohra@yahoo.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [investor@radico.co.in](mailto: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 05.00 P.M. on Thursday, August 7, 2025.

**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 e-mail id(s) 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 e-mail id(s) 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 <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by post to Kfin Technologies Limited, Unit: [Radico Khaitan Limited], Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032	
	Form for availing investor services to register PAN, e-mail id(s), bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
Demat	Please contact your Depository Participant(s) and register your e-mail id 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](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the e-mail (id), mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
- (iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

#### Voting at the Annual General Meeting

Those Members who will be present 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.

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, Friday, August 1, 2025.

#### 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> or contact Mr. Suresh Babu, (Unit: Radico Khaitan Limited) of Kfin Technologies Limited, Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda,

Hyderabad - 500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040 - 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.

- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. In case a person has become a shareholder of the Company after dispatch of AGM Notice but on or before the cut-off date for Remote e-voting i.e., Friday, August 1, 2025, he/ she may obtain the User ID and Password in the manner as mentioned below:
- a. 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](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](mailto: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 the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e Friday, August 1, 2025. 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. Mr. Tanuj Vohra, (Membership No. FCS 5621, CP 5253) Practicing Company Secretary, Proprietor of TVA & Co. LLP, a peer reviewed firm of Company Secretaries has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner
- vii. 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 two (2) 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.
- viii. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company [www.radicokhaitan.com](http://www.radicokhaitan.com) and on RTA 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**

Sr. VP – Legal & Company Secretary

Place: New Delhi  
Date: May 6, 2025

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

### Item No. 4

Mr. Shivraj Khaitan (“Mr. Khaitan”), holds a Bachelor of Science in Business Administration (BBA) from the University of Southern California, United States of America, where he earned the distinction of Magna Cum Laude and was included in the Dean’s List for academic excellence.

Mr. Khaitan, son of Mr. Abhishek Khaitan, Managing Director and grandson of Dr. Lalit Khaitan, Chairman and Managing Director of the Company, joined the Company as the Chief Executive Trainee – Business Strategy w.e.f. January 22, 2025, where he is involved in business strategy, business development, marketing and sales operations.

Mr. Khaitan is a related party for the Company as per the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Pursuant to provisions of Section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of the members of the Company by way of an Ordinary Resolution for related party’s appointment to any office or place of profit in the Company is required if the monthly remuneration of that related party exceeds ₹ 2.50 Lakhs.

The relevant details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section III-B of the Master Circular No. SEBI master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“Master Circular”), issued by the Securities and Exchange Board of India (“SEBI”) are as follows:

Name of Related Party	Mr. Shivraj Khaitan
Name of Director or Key Managerial Personnel who is related, if any	Dr. Lalit Khaitan, Chairman and Managing Director of the Company. Mr. Abhishek Khaitan, Managing Director of the Company.
Nature of relationship	Mr. Shivraj Khaitan is son of Mr. Abhishek Khaitan, Managing Director of the Company. Mr. Shivraj Khaitan is grandson of Dr. Lalit Khaitan, Chairman and Managing Director of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangement	To hold and continue to hold office or place of profit by Mr. Khaitan, currently designated as the Chief Executive Trainee – Business Strategy on the revised remuneration as under:  Total remuneration during FY2025-26 shall not exceed ₹ 75 Lakh per annum and thereafter, the remuneration will be subject to such increments as may be determined by the Board and its Committees.  The employment of Mr. Khaitan will be of permanent nature and governed by the Company’s Rules and Policy, as prevalent from time to time.
Justification for why the proposed transaction is in the interest of the listed entity	Since joining the Company, Mr. Khaitan has gained considerable experience and has also demonstrated ability for acquiring responsibilities. Therefore, the Company believes that retaining the services of Mr. Khaitan would be in the interest of the Company.  Keeping in view of faster scaling up of the Company and its business development activities, knowledge and the time, Mr. Khaitan has been devoting in these matters, the Board of Directors of the Company at its meeting held on May 6, 2025 based on recommendation(s) of the Nomination, Remuneration and Compensation Committee and the Audit Committee of the Company and subject to approval of the members of the Company, have approved the above said remuneration of Mr. Khaitan, Chief Executive Trainee – Business Strategy of the Company, with effect from April 1, 2025.

Where the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) of the Section III-B of the Master Circular issued by the SEBI	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transaction, a voluntary basis	Not Applicable, as the proposed transaction is with a related party of the Company, who is an individual.
Any other information that may be relevant	Nil

Except Mr. Abhishek Khaitan and Dr. Lalit Khaitan and their relatives to the extent of their shareholding, in the Company, no other Directors / Key Managerial Personnel and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board recommends the Ordinary Resolution set out in the Item No. 4 for approval by the Members of the Company.

### Item No. 5

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") vide SEBI Notification w.e.f. December 13, 2024 and provisions of Section 204 of the Companies Act, 2013 ("Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to appoint Secretarial Auditors for a period of five (5) consecutive financial years.

Accordingly, the Audit Committee and the Board of Directors in their meetings held on May 6, 2025 has recommended and approved the appointment of TVA & Co. LLP, a peer reviewed firm of Company Secretaries in practice, as Secretarial Auditors of the Company for a term of five (5) consecutive financial years ("FY") to hold office from FY 2025-26 to FY 2029-30.

#### Credentials of Secretarial Auditor

TVA & Co. LLP ("TVA/ Firm") is a firm of Company Secretaries, which provides Secretarial Services. It was established with the aim of dedicating itself to provide impeccable services to the Corporate Sector in India and abroad. The firm has diverse experience in handling Secretarial Audit and Due Diligence for large corporate house and helped the foreign companies and individuals to set up their business in India.

The Firm has a team of 22 persons which comprise Company Secretaries, Insolvency Professionals and Advocates. The firm has been widely recognized for its excellence, consistency, commercial sense and has a reputation of working on challenging and innovative transactions.

TVA has given their consent to be appointed as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and Listing Regulations.

## **Terms and Conditions of appointment & Remuneration**

### **(a) Terms of Appointment**

For a term of five (5) consecutive financial years commencing from FY 2025-26 to FY 2029-30.

### **(b) Proposed Fee**

₹ 1,80,000 (Rupees One Lakh Eighty Thousand only) per annum plus out of pocket expenses and applicable taxes apart from reimbursement of actual expenses to be incurred by them in connection with conducting the said audit and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.

The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as mentioned above and will be determined by the Board in consultation with the Secretarial Auditor and as per the recommendations of the Audit Committee.

None of the other Directors / Key Managerial Personnel and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the Ordinary Resolution set out in the Item No. 5 for approval by the Members of the Company.

### **Item No. 6**

As per the provisions of Section 148 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the company at the general meeting.

The Board of Directors, on recommendation of Audit Committee, has re-appointed Mr. R. Krishnan, Cost Accountant (Membership No. 7799), as the Cost Auditor to conduct audit of cost records of the Company for the Financial Year 2025-26 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. There has been no change in the remuneration of Cost Auditors as compared to last year.

None of the other Directors / Key Managerial Personnel and their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary Resolution set out in the Item No. 6 for approval by the Members of the Company.

## Annexure - A

**Brief Profile pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI):**

Name of Director and DIN	Mr. Amar Singh DIN: 10616954
Date of Birth	10/07/1964
Age	60 Years
Date of first appointment on the Board of the Company	02/07/2024
Qualification	<ul style="list-style-type: none"> <li>• Bachelor of Science;</li> <li>• Bachelor of Legislative Law from Meerut University; and</li> <li>• Diploma in Industrial Fermentation &amp; Alcohol Technology from NSI, Kanpur.</li> </ul>
Experience	Mr. Singh brings with him an experience of over 30 years. He has extensive knowledge in manufacturing, operational and strategic planning. He has held key positions at Pernod Ricard India Ltd, Mankapur Chini Mills, Blue Water Breweries & Distilleries, and the Sentini Group of Companies, Vijayawada.
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mr. Singh as Director of the Company, as approved by the members at the AGM held on August 7, 2024.
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance
Shareholding in the Company (Number of shares) as on March 31, 2025	5,000 (Five Thousand) Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company (inter-se)	None
Nos. of Board Meetings attended/held during the financial year 2024-25	3 / 4
Names of Listed Companies in which he holds the directorship and the membership of Committees of the Board of Directors ('Board')	None
Names of Listed Companies from which resigned in the last three years	None
Directorships held in other Public Limited Companies (other than Listed Companies)	None
Chairmanships/Memberships of the Committee of the Board of Directors of the Company	<ul style="list-style-type: none"> <li>• Sustainability and Corporate Social Responsibility Committee - Member</li> <li>• Committee of Directors - Member</li> </ul>
Chairmanships / Memberships of the Committee of the Board of Directors of other Public Limited Companies*	Nil

\*Includes Membership/Chairmanship of Audit Committee and Stakeholder's Relationship Committee only.

**By order of the Board**

**Dinesh Kumar Gupta**

Sr. VP - Legal & Company Secretary

Place: New Delhi  
Date: May 6, 2025

## RADICO KHAITAN LIMITED

CIN: L26941UP1983PLC027278

Registered Office: Rampur Distillery, Bareilly Road, Rampur - 244 901 (U.P.)

Tel. No.: 0595-2350601/2, 2351703 Fax No. 0595-2350009

Corporate Office: Plot No. J-1, Block B-1, Mohan Co-operative Industrial Area

Mathura Road, New Delhi 110044

Tel. No.: 011-40975444/555 Fax No. 011-41678841/42

E-mail: [investor@radico.co.in](mailto:investor@radico.co.in) Web.: [www.radicokhaitan.com](http://www.radicokhaitan.com)

### ATTENDANCE SLIP

Regd. Folio No. / DP ID / Client ID: \_\_\_\_\_

Name & Address of First / Sole Shareholder: \_\_\_\_\_

Name of Proxy/Authorised Representative (if applicable): \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

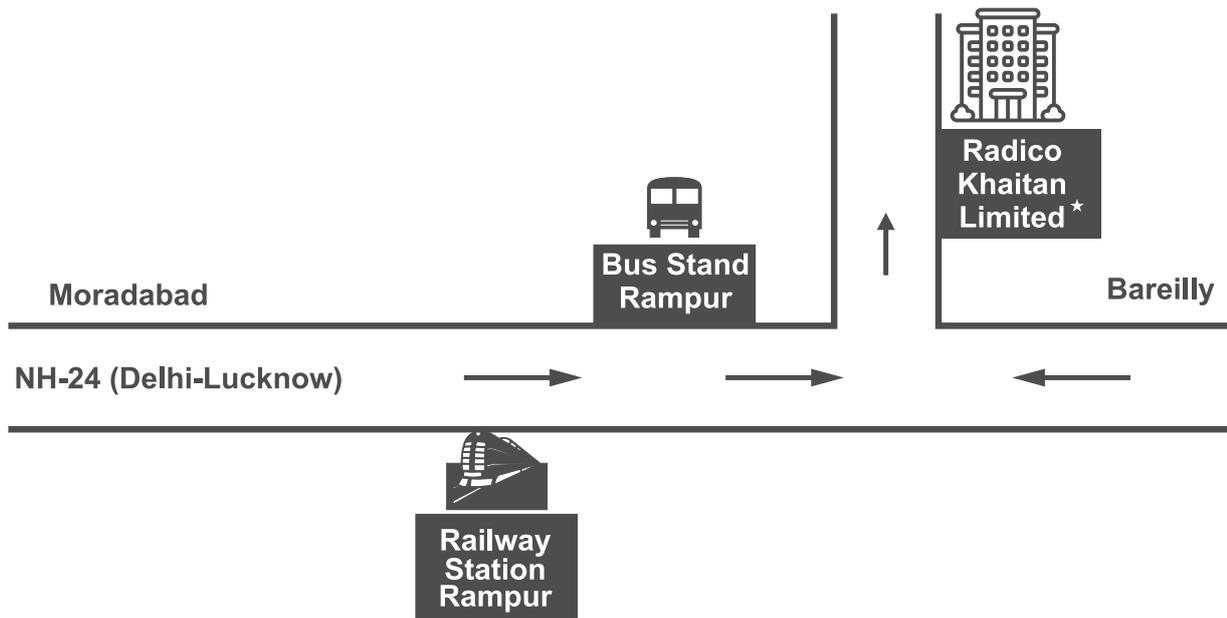
I hereby record my presence at the 41<sup>st</sup> Annual General Meeting of the Company to be held on **Friday, August 8, 2025 at 12:30 P.M. (IST)** at Rampur Distillery, Bareilly Road, Rampur - 244 901, Uttar Pradesh.

\_\_\_\_\_  
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 41<sup>st</sup> Annual General Meeting of Radico Khaitan Limited



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

## RADICO KHAITAN LIMITED

CIN: L26941UP1983PLC027278

Registered Office: Rampur Distillery, Bareilly Road, Rampur - 244 901 (U.P.)  
Tel. No.: 0595-2350601/2, 2351703 Fax No. 0595-2350009  
Corporate Office: Plot No. J-1, Block B-1. Mohan Co-operative Industrial Area  
Mathura Road, New Delhi 110044  
Tel. No.: 011-40975444/555 Fax No. 011-41678841/42  
E-mail: [investor@radico.co.in](mailto:investor@radico.co.in) Web.: [www.radicokhaitan.com](http://www.radicokhaitan.com)

### 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 41<sup>st</sup> Annual General Meeting of the Company to be held on **August 8, 2025 at 12:30 P.M. (IST)** 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 resolution(s) as are indicated below:

Sl. No.	Particular	Resolution Type	For	Against
<b>Ordinary Business(s)</b>				
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution		
2.	To declare dividend on equity shares of the Company for the financial year ended March 31, 2025.	Ordinary Resolution		
3.	To re-appoint Mr. Amar Singh, who retires by rotation as a Director, and, being eligible, offers himself for re-appointment.	Ordinary Resolution		

Sl. No.	Particular	Resolution Type	For	Against
<b>Special Business(s)</b>				
4.	To hold and continue to hold office or place of profit by Mr. Shivraj Khaitan in the Company.	Ordinary Resolution		
5.	To appoint TVA & Co. LLP, Company Secretaries in practice, as Secretarial Auditors of the Company.	Ordinary Resolution		
6.	To ratify remuneration of Cost Auditor for the financial year 2025-26.	Ordinary Resolution		

Signed this ..... day of ....., 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix ₹ 1.00  
Revenue  
Stamp

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 (50) 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 resolutions, 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.