RADICO KHAITAN LIMITED

CIN: L26941UP1983PLC027278
Registered Office: Rampur Distillery, Bareilly Road, Rampur - 244 901 (U.P.)
Tel. No.: 0595-2350601/2, 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
E-mail: investor@radico.co.in Website.: www.radicokhaitan.com

NOTICE

NOTICE is hereby given that the Forty-Second (42nd) Annual General Meeting ("AGM") of the Members of RADICO KHAITAN LIMITED ("Company") will be held on **Friday, August 7, 2026 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):

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, 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, 2026, together with the reports of the Board of Directors of the Company and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To declare a dividend on equity shares of the Company for the financial year ended March 31, 2026, 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 123 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any amendment(s), statutory modifications (s), or re-enactment(s) thereof for the time being in force), dividend of Rs. 9/- per equity share of face value of Rs. 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, 2026."

3. To re-appoint Mr. Abhishek Khaitan (DIN 00772865), 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 pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any amendment(s), statutory modifications (s), or re-enactment(s) thereof for the time being in force), Mr. Abhishek Khaitan (DIN 00772865), who retires by rotation at this Annual General Meeting 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."

4. To re-appoint Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company for a second term of five consecutive years 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors ("Board") at their respective Meetings held on May 6 2026, Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013) be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years i.e., to hold the office from the conclusion of the 42nd Annual General Meeting till the conclusion of the 47th Annual General Meeting of the Company to be held in the year 2031 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit, as may be decided by the Board, and its committee(s) from time to time in consultation with the Statutory Auditors.

   RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to avail or obtain from the Statutory Auditors such certifications and other permissible non-audit services as required from time to time, as per the applicable laws, for which the Statutory Auditors will be remunerated separately, as may be decided by the Board and its committee(s) from time to time in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, including filing of the requisite forms or submission of documents with any authority, to give effect to the aforesaid resolution."

SPECIAL BUSINESS:

5. To ratify the remuneration payable to the Cost Auditor of the Company for the financial year 2026-27 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 other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to Mr. R. Krishnan (Membership No. 7799), Cost Accountant appointed by the Board of Directors ("Board"), on the recommendation of the Audit Committee, as the Cost Auditor of the Company to conduct audit of the cost records of the Company for the financial year 2026-27, amounting to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) apart from reimbursement of actual expenses to be incurred by him in connection with conducting the said audit, be and is hereby confirmed, ratified and approved.

RESOLVED FURTHER THAT the Board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, including filing of the requisite forms or submission of documents with any authority, to give effect to the aforesaid resolution."

By order of the Board
For Radico Khaitan Limited

Place: New Delhi
Date: May 6, 2026

Dinesh Kumar Gupta
Sr. VP- Legal & Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out all material facts relating to the relevant items of business(es) of this Notice, together with additional information as required under Regulation 36(3) and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2"), wherever applicable, is annexed hereto and forms part of this Notice. The relevant particulars of Mr. Abhishek Khaitan, who retires by rotation and being eligible, offers himself for re-appointment, are provided in **Annexure A** to this Notice.

2. Pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (the "MCA") and Regulation 36(1)(a) of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 and other relevant circulars issued by the MCA/SEBI in this regard (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 10, 2026, and to those Members whose e-mail id(s) are registered with the Company or the Registrar and Share Transfer Agent ("RTA"). The same will also be available on the Company's website at 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 https://evoting.kfintech.com/public/Downloads.aspx. 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.

   Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will also send a letter to those Members who have not registered their email address with the Company or RTA or Depositories, providing the web-link including the exact path, for accessing the Notice of AGM and the Annual Report.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the 42nd 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 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 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. The instrument appointing proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the AGM. A proxy shall not have the right to speak at the AGM and shall be entitled to vote only on a poll.

   Corporate Members intending to appoint their authorised representatives to attend and vote at the AGM pursuant to Section 113 of the Act, are requested to send a certified copy of the relevant Board Resolution/letter of authority/ power of attorney authorising such representative to attend and vote on their behalf at the AGM. The said resolutions/ authorisations shall be sent to scrutinizer by email at tanujvohra@yahoo.com with a copy marked to the Company at investor@radico.co.in.

   Members are requested to notify any change in their address, e-mail address, mobile number, bank account details, PAN, specimen signature and other KYC details, if any, with their respective Depository Participants ("DPs") in case shares are held in dematerialised form and with KFin Technologies Limited, the RTA by submitting the prescribed forms and supporting documents in case shares are held in physical form.

4. Members/proxies/authorised representatives attending the AGM are requested to bring the duly filled Attendance Slip along with a valid identity proof. Members holding shares in dematerialized form are requested to mention their DP ID and Client ID and Members holding shares in physical form are requested to mention their Folio Number in the attendance slip and in all correspondence with the Company/RTA, including correspondence relating to dividend matters.

5. 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.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 25, 2026, to Friday, August 7, 2026 (both days inclusive).

7. In case of joint holders attending the AGM, only such joint holder whose name appears first in the order of names in the Register of Members/ beneficial ownership records maintained by the Depositories will be entitled to vote at the AGM.

8. **Dividend for Financial Year ("FY") 2025-26**: The Board of Directors of the Company ("Board") at its meeting held on May 6, 2026, recommended a dividend of Rs. 9/- per equity share, i.e., 450%, on equity shares of face value of Rs. 2/- each for the financial year ended March 31, 2026, subject to approval of the Members at the ensuing AGM. The dividend, if declared at the AGM, will be paid subject to deduction of tax at source ("TDS")/ withholding tax, as applicable, within thirty (30) days from the date of declaration, to the eligible

Members as under:

(a) **For Shares held in dematerialized form:** to all the Members whose names appear in the list of Beneficial Owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as at the end of business hours on the record date, i.e. **Friday, July 24, 2026**.

(b) **For Shares held in Physical Form:** to all Members in respect of Shares held in Physical Form (where KYC details are updated) at the end of business hours on the record date i.e. **Friday, July 24, 2026**.

9. **Mandatory Electronic Payment of Dividend:** Pursuant to Regulation 12 of the SEBI Listing Regulations read with SEBI Master Circular No. HO/38/13/ (4)2026 – MIRSD - POD/I/4298/2026 dated February 6, 2026, dividends shall be paid only in electronic mode including to those who are holding securities in physical form, consequently, payment through dividend warrants/demand drafts or cheques has been discontinued. Accordingly, Shareholders are requested to update their Bank Account details with their Depository Participants (if Shares are held in Demat mode) and with the RTA of the Company (if Shares are held in Physical Form).

10. **TDS on Dividend:** Pursuant to the applicable provisions of the Income Tax Act, 2025, read with the Income Tax Rules, 2026, and other applicable tax laws, rules, circulars and transitional provisions, as may be applicable, dividend income is taxable in the hands of Members and the Company is required to deduct tax at source/withholding tax at the applicable rates while making payment of dividend. The applicable rate of tax deduction may vary depending upon the residential status, category of Member, availability of valid PAN, tax residency, applicable treaty benefits, and documents/declarations submitted by the Member and accepted by the Company/RTA. It is to be noted that dividend for the FY 2025-2026 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 2026-2027 (Assessment Year 2027-2028). Accordingly, all the relevant details, documents and declarations, including Form No. 121, wherever applicable, are required to be furnished for the relevant tax year in accordance with the provisions of the Income Tax Act, 2025 read with the Income Tax Rules, 2026 and other applicable laws. The rate of TDS for various categories of shareholders along with the required documents are available on the website of the Company at www.radicokhaitan.com. Kindly note that the aforesaid documents, duly executed, should be uploaded on the RTA website at https://ris.kfintech.com/clientservices/investors/taxformsupload.aspx or sent to the RTA at einward.ris@kfintech.com.

    The relevant executed documents must be submitted on or before Friday, July 24, 2026, in order to enable the Company to determine and deduct appropriate TDS/ withholding tax on payment of dividend.

11. Members holding securities in physical form are requested to note that SEBI, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 read with Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, as amended from time to time, has mandated furnishing/updation of PAN, linked with Aadhaar wherever applicable, and complete KYC details, including postal address with PIN code, mobile number, e-mail address, bank account details, specimen signature and such other details/documents as may be prescribed. Folios lacking such details shall not be eligible to lodge grievances or avail service requests with the RTA until the requisite details/documents are furnished. Further, dividend payable in respect of such folios cannot be paid until KYC compliance, including registration of valid bank account details, is completed. Accordingly, Members holding shares in dematerialised form are requested to update their bank account details and e-mail address with their respective DPs, and Members holding shares in physical form are requested to update /register the same with the RTA of the Company by submitting duly filled and signed Investor Service Request Forms along with documents as prescribed therein.

    The Company encourages Members to register/update their e-mail address to receive all other future communications electronically.

    Relevant FAQs with respect to investor service request published by SEBI on its website can be viewed at the following link https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf.

    Further, Members are requested to note that, pursuant to SEBI requirements, transfer of securities of listed companies is permitted only in dematerialised form. Accordingly, Members holding shares in physical form are advised to dematerialise their shareholding for ease of transfer and to avail investor services efficiently.

    Members holding shares in physical form in more than one folio, with identical names and in the same order, are requested to send the details of such folios along with the relevant share certificate(s) and requisite KYC documents to the RTA for consolidation of their holdings into a single folio. Requests for consolidation of share certificates shall be processed in accordance with the applicable SEBI circulars and only in dematerialised 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 DPs.

    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 Friday, July 24, 2026 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.

13. Non-Resident Indian Members are requested to inform the Company's RTA, immediately of:

    (a) any 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. **Special window for transfer and dematerialisation (demat) of physical shares:** As a measure towards Ease of doing Investment, SEBI vide its circular no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has opened a 'Special Window' from February 5, 2026 to February 4, 2027 for transfer and dematerialization ("demat") of physical securities which were sold/purchased prior to April 1, 2019. The Special Window is available for transfers deeds executed before April 1, 2019 and were either not lodged or where lodged were rejected/returned/ not attended to due to deficiency in the documents. The securities so transferred shall be mandatorily credited in demat form and shall be under lock-in for a period of one year from the date of registration of transfer.

    Accordingly, all the concerned stakeholders who wish to avail the facility of the Special Window are requested to reach out to the Company's RTA to process their share transfers seamlessly.

15. Pursuant to Section 72 of the Act, read with rule 19(1) of the Companies (Share Capital and Debentures) 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 2018-19, 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.

17. 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.

18. 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

Place: New Delhi **Dinesh Kumar Gupta**
Date: May 6, 2026 Sr. VP- Legal & Company Secretary

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, 2014 (as amended from time to time), 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 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 3, 2026 (09:00 A.M.) and ends on Thursday, August 6, 2026 (5:00 P.M.). Once the vote on a resolution(s) is cast by the members, the members shall not be allowed to change it subsequently.**

During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, July 31, 2026, 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 paper 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, having Membership No. FCS 5621 and Certificate of Practice No. 5253 to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without registering 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 DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she /it is already registered with KFintech for remote e-Voting then he / she /it can use his / her /its 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: 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 e-Voting service provider (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:** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com 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 e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services: 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:** I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration II. Proceed with completing the requiredfields. III. Post registration is completed, follow the steps given in point 1.

NSDL	CDSL
3. Alternatively by directly accessing the e-Voting website of NSDL 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 where in you can see e-Voting page. V. Click on company name or e-Voting service provider name and you will be redirected to KFintech e-Voting website for casting your vote during the remote e-Voting period.	**3. Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e. **KFintech** where the e- Voting is in progress. V. Click on company name and you will be redirected to KFintech e-voting website for casting your vote during the remote e-voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants.

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.

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.

Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important notes:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites of Depositories / Depository Participants.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

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 evoting@nsdl.co.in 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.evoting@cdslindia.com 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 with a copy marked to evoting@kfintech.com and investor@radico.co.in. The scanned image of the abovementioned 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 6, 2026.

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 einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Radico Khaitan Limited, Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032	
	Form for availing investor services to register PAN, email address, 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 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 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, July 31, 2026.

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 or 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, July 31, 2026, 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, 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 the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e Friday, July 31, 2026. 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 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, and submit the same 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 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

Place: New Delhi
Date: May 6, 2026

Dinesh Kumar Gupta
Sr. VP- Legal & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL DISCLOSURES PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS

Item No. 4

The Members of the Company, at the Thirty-Seventh (37th) AGM held on September 28, 2021, appointed Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company for a term of 5 (five) consecutive years, i.e., to hold office from the conclusion of the 37th AGM till the conclusion of the 42nd AGM of the Company to be held in the year 2026. Accordingly, Walker Chandiok & Co LLP will complete its first term of 5 (five) consecutive years as the Statutory Auditors of the Company at the conclusion of the ensuing AGM.

Pursuant to the provisions of Section 139(2) and other applicable provisions of the Act, read with the Companies (Audit and Auditors) Rules, 2014, an audit firm may be appointed/re-appointed as the statutory auditor of a listed company for not more than two terms of 5 (five) consecutive years. Accordingly, Walker Chandiok & Co LLP is eligible to be re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years.

Walker Chandiok & Co LLP is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"), Public Company Accounting Oversight Board ("PCAOB") and empanelled with the Comptroller and Auditor General of India ("CAG"). The firm was established in the year 1935 and has its registered office at New Delhi, with 16 other offices across major cities in India. The firm holds a valid peer review certificate and is one of India's leading audit firms providing audit and assurance services to several large companies, including some of the top 100 listed entities in India.

The Audit Committee and the Board, while considering the proposed re-appointment of Walker Chandiok & Co LLP as the Statutory Auditors of the Company, evaluated various factors including eligibility, professional competence, technical expertise, independence, audit experience, industry knowledge, adequacy of resources, credentials of the firm and its partners, and the quality of audit services rendered by Walker Chandiok & Co LLP during its existing term as Statutory Auditors of the Company. Based on the aforesaid evaluation and the recommendation of the Audit Committee, the Board at its meeting held on May 6, 2026, approved and recommended the re-appointment of Walker Chandiok & Co LLP as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years, i.e., to hold office from the conclusion of the 42nd AGM till the conclusion of the 47th AGM of the Company to be held in the year 2031, subject to the approval of the Members of the Company.

The Company has received written consent and eligibility certificate from Walker Chandiok & Co LLP confirming, that their proposed re-appointment, if made, shall be in accordance with the applicable provisions of the Act and the rules made thereunder. They have further confirmed that they satisfy the criteria prescribed under Section 141 of the Act, are not disqualified from being re-appointed as the Statutory Auditors of the Company under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder, and hold a valid certificate issued by the Peer Review Board of ICAI.

The proposed remuneration payable to Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company shall be Rs. 130 Lakhs (Rupees One Hundred and Thirty Lakhs only) per annum, plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the statutory audit for the financial year 2026-27. For the subsequent year(s) of their term, the remuneration shall be such as may be decided by the Board, and its committee(s) from time to time in consultation with the Statutory Auditors.

The proposed remuneration is commensurate with the scope of audit, size and complexity of the Company's operations, time and efforts involved, professional expertise, industry experience and credentials of the Statutory Auditors. Besides audit services, the Company may also obtain from the Statutory Auditors such certifications, reports and other permissible non-audit services as may be required from time to time, subject to applicable laws and auditor independence requirements, and excluding services prohibited under Section 144 of the Act, for which they shall be remunerated separately, as may be decided by the Board, and its committee(s) from time to time in consultation with the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company 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 at Item No. 4 of the Notice for approval by the Members of the Company.

Item No. 5

Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board, is required to be ratified by the Members of the Company at the general meeting.

The Board, on recommendation of Audit Committee, at its meeting held on May 6, 2026, approved the re-appointment of Mr. R. Krishnan, Cost Accountant (Membership No. 7799), as the Cost Auditor of the Company to conduct the audit of cost records of the Company for the Financial Year 2026-27 subject to ratification by members and fixed their remuneration at Rs. 1,50,000/- (Rupees One Lakh Fifty 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 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 of the Notice for approval by the Members of the Company.

Annexure- A

Information of Directors seeking appointment/re-appointment at the 42nd AGM pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the provisions of the SS-2 issued by the ICSI:

Name of Director and DIN	Mr. Abhishek Khaitan DIN: 00772865
Date of Birth	29-04-1973
Age	53 Years
Date of first appointment on the Board of the Company	28-01-2003
Qualification	• B.E (I.P.) from Bangalore University; and • Management Diploma from Harvard University.
Experience	Over 30 Years
Brief Profile and nature of expertise in specific functional area and experience	Mr. Abhishek Khaitan is having expertise in Global Business, Financial Controls, Brand Development, Strategy, Planning and Marketing. The Brief Profile is available on the website of the Company at www.radicokhaitan.com.
Terms and conditions of re-appointment	There is no change in the terms and conditions relating to appointment of Mr. Abhishek Khaitan as Managing Director of the Company, as approved by the Members at the AGM held on September 29, 2022.
Remuneration sought and last drawn	As mentioned in the Report on Corporate Governance.
Shareholding in the Company as on March 31, 2026	3,62,210 (Three Lakh Sixty-Two Thousand Two Hundred Ten) Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company (inter-se)	Mr. Abhishek Khaitan is son of Dr. Lalit Khaitan, Chairman and Managing Director of the Company.
No. of Board Meetings attended/held during the financial year 2025-26	5 / 5
Names of other 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	• Sustainability and Corporate Social Responsibility Committee- Member • Risk Management Committee- Member • Environmental Social and Governance Committee- Member • Committee of Directors- Member
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
For Radico Khaitan Limited

Place: New Delhi
Date: May 6, 2026

Dinesh Kumar Gupta
Sr. VP- Legal & Company Secretary

RADICO KHAITAN LIMITED

CIN: L26941UP1983PLC027278
Registered Office: Rampur Distillery, Bareilly Road, Rampur - 244 901 (U.P.)
Tel. No.: 0595-2350601/2, 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
E-mail: investor@radico.co.in Website: 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): ______________________________

Name of Joint Member(s), if any: ______________________________

No. of Shares held: ______________________________

I / we hereby record my / our presence at the Forty-Second (42nd) Annual General Meeting of Radico Khaitan Limited to be held on **Friday, August 07, 2026 at 12:30 P.M. (IST)** at the Registered Office of the Company at Rampur Distillery, Bareilly Road, Rampur - 244 901, Uttar Pradesh.

____

Signature of Member / Proxy / Authorised Representative:

Signature of 1st Joint holder

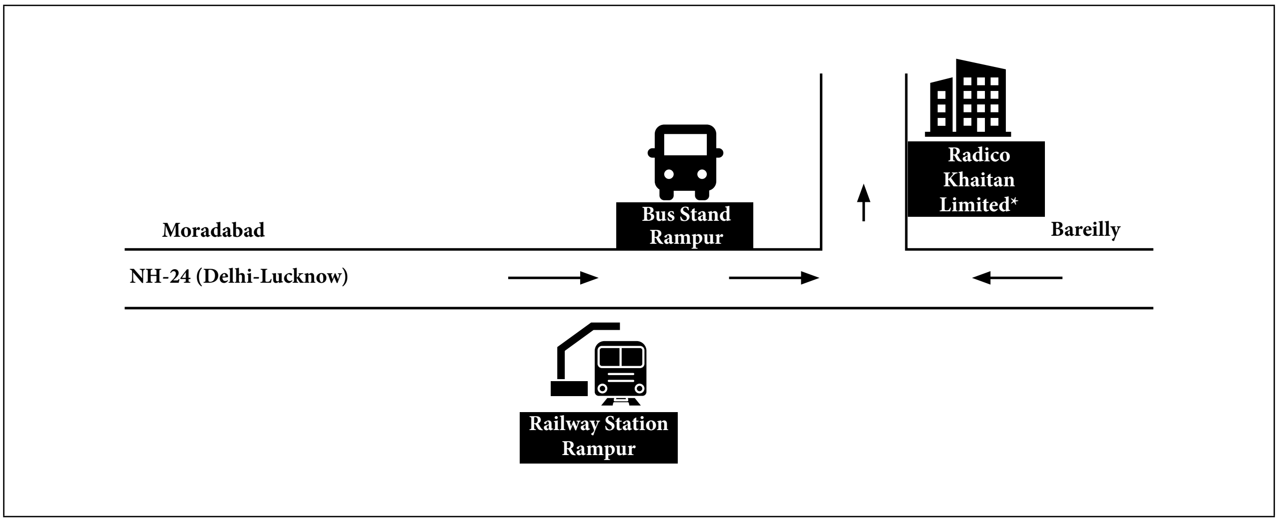
Signature of 2nd Joint holder

Notes:

a) Only Members / Proxies and Authorised Representatives can attend the meeting. No minors would be allowed at the meeting.

b) Members / Proxies/ and Authorised Representatives 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 42nd 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, 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
E-mail: investor@radico.co.in Website: 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) holding ____ equity shares 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: ____________ or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Forty-Second (42nd) Annual General Meeting of the Company to be held on **Friday, August 07, 2026 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:

Sr. No.	Particular	Resolution Type	For	Against
Ordinary Business(es)				
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026, together with the reports of Board of Directors and of Auditors thereon.	Ordinary Resolution		
2.	To declare dividend on equity shares of the Company for the financial year ended March 31, 2026.	Ordinary Resolution		
3.	To re-appoint Mr. Abhishek Khaitan, who retires by rotation as a Director, and being eligible, offers himself for re-appointment.	Ordinary Resolution		
4.	To re-appoint Walker Chandiok & Co LLP, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.	Ordinary Resolution		
Special Business				
5.	To ratify the remuneration of Cost Auditor for the financial year 2026-27.	Ordinary Resolution		

Signed this .... day of ...., 2026

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 (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 entitled 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 dematerialised form.*

Information at Glance:

Particulars	Details
Date and time of AGM	Friday, August 7, 2026, at 12:30 P.M
Mode of meeting	Physical
Record Date for eligibility to dividend	Friday, July 24, 2026
Date of payment of Final Dividend	On or before Friday, September 4, 2026
Cut-off date for eligibility of remote e-voting and voting at the AGM	Friday, July 31, 2026
E-voting time and date	09:00 A.M. (IST) Monday, August 3, 2026 to 05:00 P.M. (IST) Thursday, August 6, 2026
Name, address and contact details of Registrar and Share Transfer Agent	Kfin Technologies Limited SeleniumTower B, Plot Nos. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-5000032. Contact No: 1800-309-4001 Email Id: einward.ris@kfintech.com