

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 37TH Annual General Meeting of the Members of RADICO KHAITAN FINANCE LIMITED will be held on Saturday, 30th Day of September, 2023 at 2.00 P.M. at PT. Gyani Ram Farm House C/o Mr. Bijender Sharma, Advocate, Near Syndicate Bank, Main Road Asola, Fatehpur Beri, New Delhi- 110074 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on March 31st, 2023, together with the Boards' Report and the Report of Auditors' thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended on March 31st, 2023,
3. To appoint a Director in place of Mr. Krishan Kumar Sharma (DIN: 00856406), who retires by rotation and being eligible, offers himself for re-appointment.
4. To Appoint Ms. RAK Champs & Co. LLP, Chartered Accountant as Statutory Auditor of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification:

"RESOLVED THAT pursuant to Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 Ms. RAK Champs & Co. LLP, Chartered Accountant (**FRN-131094W/W10083**) be and are hereby appointed as statutory auditors of the Company to hold office from the conclusion of this 37th annual general meeting till the conclusion of its 38th Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution."

SPECIAL BUSINESS

5. To Increase the remuneration of Mr. Krishan Kumar Sharma- Director of the Company.

To consider and, if thought fit to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as recommended by Nomination and remuneration Committee of the Company, Mr. Krishan Kumar Sharma, (DIN : 00856406) Director, be and is hereby paid a remuneration which is already paid him in the capacity of Executive Director, i. e. up to Rs. 15,00,000/- (Rupees Ten Lacs only) per annum on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing salary, and with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Krishan Kumar Sharma."

"RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the currency

of term of Mr. Krishan Kumar Sharma, the Company shall pay Mr. Krishan Kumar Sharma the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives do not exceeding the limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution."

6. Re-Appointment of Sh. Kamesh Kumar Khaitan as Managing Director

To consider and if, thought fit to pass with or without modification(s), the following resolution as Special Resolution:-

"RESOLVED THAT pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Sh. Kamesh Kumar Khaitan (Din No. 00755655) be and is hereby reappointed as Managing Director of the Company for a period of Five years from the date ensuing Annual General Meeting on such terms and conditions as set out in the explanatory statement annexed."

"RESOLVED FURTHER THAT Board be and is hereby authorized to revise, amend, alter and vary the terms & conditions of his appointment in such manner as may from time to time be prescribed."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time".

7. To change the designation of Mrs. Karuna Devi Khaitan from Executive Director to Non- Executive Director

To consider and if, thought fit to pass with or without modification(s), the following resolution as Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of members be and is hereby accorded to change the designation of Mrs. Karuna Devi Khaitan (DIN- 00755814), from Executive Director to Non-Executive Director on the Board of the Company w.e.f. date of ensuing Annual General Meeting, whose period of office shall be determined as director liable to retire by rotation.."

"RESOLVED FURTHER THAT any of the Directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

By Order of the Board
For Radico Khaitan Finance Ltd

Krishan Kumar Sharma
Director
(DIN : 00856406)

Place: New Delhi
Date: 05/09/2023

NOTES:

1. An Explanatory statement pursuant to section 102 of the Companies Act, 2013 is attached herewith
2. Member entitled to attend and vote at the ANNUAL GENERAL MEETING, is ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of member not exceeding fifty(50) and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member The instrument appointing Proxy as per the format included in the Annual Report should be deposited at the Registered Office of the Company, duly completed and sign not less than FORTY-EIGHT HOURS before the commencement of the meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th day of September, 2023 to 30th day of September, 2023 (both days inclusive).
6. Documents referred to in the accompanying Notice and the statement and other statutory registers are available for inspection by members at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and Holidays between 11:00 a.m. and 1:00 p.m. up to the date of Annual General Meeting.
7. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in heir address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to notify any change in their address or bank mandates immediately to the RTA.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the company. / Proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
10. Annual Report 2022-2023 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2023 are being sent by the permitted mode.
11. The Notice of the 37th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
12. Members are requested to send their queries, if any, relating to the accounts of the Company, well in advance, so that the necessary information can be made available at the meeting.
13. Members who have not registered their e-mail addresses so far are requested to register their e- mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

VOTING THROUGH ELECTRONIC MEANS (Instructions for e-voting)

14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 27th September, 2023 (9:00 am) and ends on 29th September, 2023 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "RADICO e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "RADICO KHAITAN FINANCE LIMITED".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ajajcs06@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith)

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. 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).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2023.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the AGM.

XII. 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 as well as voting at the AGM through ballot paper.

XIII. CS Ajai Kumar, Prop. of Ajai Kumar & Associates - Practicing Company Secretaries (Membership No. 21637) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

By Order of the Board
For Radico Khaitan Finance Ltd

Krishan Kumar Sharma
Director
(DIN : 00856406)

Place: New Delhi
Date: 05/09/2023

Explanatory Statement

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Krishan Kumar Sharma, Director, shall be continued to be paid the remuneration as already getting paid in the capacity of Director, i.e. upto the limit of Rs. 15,00,000/- (Rupees Fifteen Lacs only) per annum for a period of three years as per provisions of Section II of Part II of Schedule V of the Companies Act, 2013. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Director of the Company. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act. Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Krishan Kumar Sharma, Director: -

Period of remuneration: 3 Years

Payment (Basic Salary): upto Rs. 15,00,000/- (Rupees Fifteen Lacs only) per annum.

PERQUISITES & ALLOWANCES:

In addition to the Remuneration as stated above Mr. Krishan Kumar Sharma shall be entitled, as per Rules of the Company, to perquisites

like:

Rent-free unfurnished residential accommodation. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance.

Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.

Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Krishan Kumar Sharma. The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding twice the Salary in II above for the relevant period. Annual increments as may be decided by Board of Directors of the Company, subject to ceiling on increment of 20% in a year over the existing remuneration, and with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. Krishan Kumar Sharma

None of the Directors and Key Managerial Personnel of the Company except Mr. Krishan Kumar Sharma, being an appointee, is interested in the resolution.

Accordingly the Board recommends the passing of the special resolution as set out in the item No.5 of the Notice.

ITEM NO. 6

Sh. Kamesh Kumar Khaitan, (DIN: 00755655) Managing Director of the Company is reappointed for a term of 5 years. The material provisions of the agreement to be entered into with Sh Kamesh Kumar Khaitan are as under:-

- A. Salary :- Rs. 2,50,000/-per month but not exceeding Rs.3,00,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increase from time to time within the aforesaid limit.
- B. Commission: - not exceeding 2% of net profit in an accounting year as may be decided by the Board from time to time.
- C. Perquisites :- In addition to the salary and commission, the Managing Director shall be entitled to perquisites which will include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, reimbursement of expenditure or allowances in respect of house maintenance and repairs, utilities, such as gas, electricity, water and furnishing, medical reimbursement, medical insurance, hospital benefits, leave travel concession (Foreign Travel twice in a year for self and family by air including Air fare, Boarding and Lodging expenses), leave encashment and education, for himself and his family, personal accident insurance, club fees, car with driver, and any other

reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board. 'Family' mentioned above means the spouse, dependent parents and dependent children, of the Managing Director as mentioned in the applicable Rules or Schemes. For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the Income Tax Rules, wherever applicable in the absence of any such Rules, perquisites shall be valued at actual cost. The following shall not be included for the purpose of computation of the Managing Director's remuneration or perquisites as aforesaid:- (i) The Company's contribution to Provident Fund and Superannuation Fund pursuant to the Rules of the Company. (ii) Gratuity payable to the Managing Director pursuant to the Rules of the Company. (iii) Encashment of leave at the end of tenure or at the time of ceasing to be Managing Director pursuant to the Rules of the Company.

As required by the Companies Act, 2013, approval of the members is being sought, for the re-appointment and remuneration of Sh. Kamesh Kumar Khaitan, Managing Director. The draft Agreement between the Company and the Managing Director is available for inspection by the members at the company's Registered office between 10.00 a.m. to 5.00 p.m. on all working day's upto the date of Annual General Meeting. Hence, your Directors recommend the above resolution for approval of the Shareholders as a Special Resolution. This may also be treated as a written memorandum setting out the terms of reappointment of Sh. Kamesh Kumar Khaitan, pursuant to section 190 of the Companies Act, 2013.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director. Accordingly, the Board recommends the resolution for approval of the shareholders of the Company.

ITEM NO. 7

As the Company have insufficient number of Non-Executive Directors, the Nomination and Remuneration Committee of the Board of Directors, has recommended to change the designation of Mrs. Karuna Devi Khaitan (DIN- 00755814) as a Non-Executive Director from Executive Director on the Board of the Company.

In the opinion of the Board, Mrs. Karuna Devi Khaitan fulfills the condition specified in the Companies Act 2013 ("Act") and the Rules for appointment as a Non-Executive Director of the Company and proposes to appoint her as a Non-Executive Director of the Company.

None of the Directors and Key Managerial Personnel of the Company except Mrs. Karuna Devi Khaitan, being an appointee, is interested in the resolution.

Accordingly the Board recommends the passing of the ordinary resolution as set out in the item No.7 of the Notice.

By Order of the Board
For Radico Khaitan Finance Ltd

Krishan Kumar Sharma
Director
(DIN : 00856406)

Place: New Delhi
Date: 05/09/2023

ANNEXURE TO THE NOTICE

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE TWENTY NINTH ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY ICSI

Name	Mr. Krishan Kumar Sharma DIN 00856406
Age	46
Qualification	B.COM
Experience	24 Years
Expertise in specific functional Area	Finance
Terms and Conditions of Appointment/ Reappointment along with details of remuneration sought to be paid	The details are provided in the resolution at Item no. 2 of this notice.
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31st March , 2023	11,80,600
Date of first appointment on the Board	10/07/2007
Relationship with other Directors / KMP	Nil
Directorship held in other Companies	JOHN PATERSON & CO (INDIA) LTD KK TRADES AND COMMERCIAL PRIVATE LIMITED PENGUIN LEATHER PRODUCTS PVT LTD AA TRANSFORM DESIGN PRIVATE LIMITED ANSHUMAN PROJECTS PRIVATE LIMITED NARAH OVERSEAS PRIVATE LIMITED ANIRUDH HOLDINGS PVT LTD ANSHUMAN FINANCE PRIVATE LIMITED PARVATI HOLDINGS PVT LTD PROGRESSIVE INFRATECH PRIVATE LIMITED SHRIHARI FINVEST SERVICES PRIVATE LIMITED

RADICO KHAITAN FINANCE LIMITED
CIN NO. L74899DL1984PLC019092
PLOT NO.-4A, 4TH FLOOR, DAIRY FARM MASOODPUR NEW DELHI – 110070
TELEPHONE NO. 011-71859609, EMAIL admin@radicoindia.com

	ANIRUDH COMMERCIAL PVT LTD ROSY IMPEX (INDIA) PRIVATE LIMITED AN PLATINUM TRADE AND INVESTMENTCONSULTANTSPRIVATE LIMITED DK SPORTS PRIVATE LIMITED JANAPRIYA KALYAN KOSH PRIVATE LIMITED VANGUARD EDU FUTURES PRIVATE LIMITED
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he/she is a Director	Nil
Number of Equity Shares held in the Company as on 31.03.2023	Nil