FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Radico Khaitan Limited
CIN: L26941UP1983PLC027278
Bareilly Road, Rampur
Uttar Pradesh-244901

The 35th Annual General Meeting of the equity shareholders of Radico Khaitan Limited held on Thursday, September, 26, 2019 at 1.00 P.M. at Rampur Distillery, Bareilly Road, Rampur - 244 901, Uttar Pradesh.

Dear Sir,

I, Tanuj Vohra, Company Secretary in Whole Time Practice and Partner at M/s TVA & Co. LLP, Company Secretaries, having its Registered Office at N-145A, Ground Floor, Greater Kailash-1, Delhi-110048, appointed as scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 35th Annual General Meeting of the equity shareholders of Radico Khaitan Limited held on Thursday, September, 26, 2019 at 1.00 P.M. Rampur Distillery, Bareilly Road, Rampur - 244 901, Uttar Pradesh, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification mark placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. No poll paper was found defective and treated as invalid.

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4. The result of the Poll is as under:

a) **Resolution-1: Ordinary Resolution**

To adopt the Standalone and Consolidated Annual Accounts of the Company including Report of Board of Directors and Auditors Report for the Financial Year 2018-19

i. Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
28	9425	95.9287

ii. Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
1	400	4.0713

iii. **Abstained** votes:

Total number of members (in person or by proxy) abstained from voting	Total number of votes (shares)
0	0

b) **Resolution-2: Ordinary Resolution**

To declare dividend on equity shares

i. Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
28	9425	95.9287

ii. Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
1	400	4.0713

iii. **Abstained** votes:

Total number of members (in person or by proxy) abstained from voting	Total number of votes (shares)
0	0

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c) **Resolution-3: Ordinary Resolution**

To appoint a director in place of Mr. Abhishek Khaitan, who retires by rotation and being eligible, offers himself for re-appointment

i. Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
28	9425	95.9287

ii. Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
1	400	4.0713

iii. **Abstained** votes:

Total number of members (in person or by proxy) abstained from voting	Total number of votes (shares)
0	0

d) **Resolution-4: Special Resolution**

To appoint Mr. Sarvesh Srivastava, as Non Executive Independent Director of the Company for a second term of 5 consecutive years

i. Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
28	9425	100.0000

ii. Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
0	0	0

iii. **Abstained** votes:

Total number of members (in person or by proxy) abstained from voting	Total number of votes (shares)
1	400

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e) **Resolution-5: Special Resolution**

To reappoint Dr. Raghupati Singhania as Non Executive Independent Director of the Company for a second term of 5 consecutive years

i. Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
28	9425	100.0000

ii. Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
0	0	0

iii. **Abstained** votes:

Total number of members (in person or by proxy) abstained from voting	Total number of votes (shares)
1	400

f) **Resolution-6: Ordinary Resolution**

To appoint Ms. Sushmita Singha, as Women Independent Director of the Company

i. Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
28	9425	100.0000

ii. Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
0	0	0

iii. **Abstained** votes:

Total number of members (in person or by proxy) abstained from voting	Total number of votes (shares)
1	400

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g) **Resolution-7: Ordinary Resolution**

To appoint Mr. Tushar Jain, as Non Executive Independent Director of the Company

i. Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
28	9425	100.0000

ii. Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
0	0	0

iii. **Abstained** votes:

Total number of members (in person or by proxy) abstained from voting	Total number of votes (shares)
1	400

h) **Resolution-8: Ordinary Resolution**

To appoint Mr. Sharad Jaipuria, as Non Executive Independent Director of the Company

i. Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
28	9425	100.0000

ii. Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
0	0	0

iii. **Abstained** votes:

Total number of members (in person or by proxy) abstained from voting	Total number of votes (shares)
1	400

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i) **Resolution-9: Ordinary Resolution**

To approve remuneration of Mr. R. Krishnan, as Cost Auditor of the Company

i. Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
28	9425	100.0000

ii. Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them (shares)	% of total number of valid votes cast
0	0	0

iii. **Abstained** votes:

Total number of members (in person or by proxy) abstained from voting	Total number of votes (shares)
1	400

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and shall be handed over to the Company Secretary for safe keeping.

Thanking you
For TVA & Co. LLP
Company Secretaries

TVA & CO. LLP NEW DELHI COMPANY SECRETARIES

Tanuj Vohra
Partner
M. No.: F5621, CP No. 5253

Delhi, 27 September, 2019

Countersigned by
For Radico Khaitan Limited

Krishan Pal Singh
Chairman