

**CONSOLIDATED REPORT OF SCRUTINIZER
FOR VOTING THROUGH REMOTE E-VOTING AND BALLOT PAPERS**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

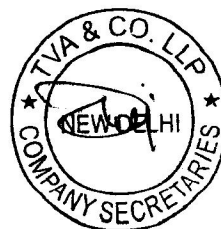
To

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

Dear Sir,

I, Tanuj Vohra, Company Secretary in Practice and Partner at TVA & Co. LLP, Company Secretaries, having its Registered Office at N-145A, Ground Floor, Greater Kailash-1, Delhi-110048, have been appointed as a Scrutinizer by the Board of Directors of Radico Khaitan Limited (the Company) for the purpose of scrutinizing the process of remote e-voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting by means of ballot/poll papers pursuant to section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 34th Annual General Meeting of the shareholders of the Company held on Friday, August 31, 2018 at 01:00 P.M. at Rampur Distillery, Bareilly Road, Rampur, Uttar Pradesh-244901, in a fair and transparent manner in respect to the below mentioned resolutions, submit my report as under:

1. The notice dated May 03, 2018 convening Annual General Meeting of the Company along with the statement under section 102 of the Companies Act, 2013, setting out the material facts and disclosures as required to be stated under Rule 20(4)(iii) and Rule 20(4)(iv) of the Companies (Management and Administration) Rules, 2014, was duly sent to the shareholders in respect to the below mentioned resolutions passed at the said Annual General Meeting.
2. The Company has issued a public notice by way of advertisement on August 08, 2018 in "Business Standard" an English language newspaper and "Hindustan" a Hindi language newspaper pursuant to the provisions of Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014.



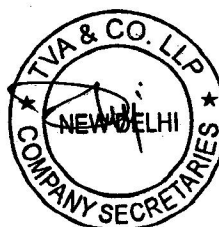
3. The Company has availed the e-voting facility offered by Karvy Computershare Private Limited for conducting remote e-voting by the equity shareholders of the Company.
4. In accordance with the notice sent to the shareholders of the Company and the advertisement published, e-voting remained open from 9:00 AM on August 27, 2018 to 5:00 PM on August 30, 2018.
5. The equity shareholders of the Company holding shares as on August 24, 2018 "cut off date" were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting.
6. The equity shareholders details who have casted votes through remote e-voting, were downloaded from the e-voting website of Karvy Computershare Private Limited (<http://evoting.karvy.com>) in order to ensure that such members did not vote again at the Annual General Meeting.
7. The locked ballot box was opened and the votes casted through remote e-voting were unblocked in the presence of two witnesses, Ms. Anuja Singh Parihar and Ms. Shweta Agarwal, who were not in the employment of the Company and who have signed below as witness to the unblocking of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The Consolidated Results of remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 is as under:

Resolution-1: Ordinary Resolution

To adopt the standalone and consolidated Audited Annual Accounts of the Company including Report of Board of Directors and Auditors thereon

Valid Votes

Particulars	Number of members casted votes			Number of votes casted			(%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	188	44	232	71997169	1199819	73196988	100.0000
Dissent	0	0	0	0	0	0	0.0000
Total	188	44	232	71997169	1199819	73196988	100.0000



Invalid/Abstained votes

Invalid/Abstained	Total Number of members whose votes were declared invalid/ abstained	Total number of votes
Invalid	1	1
Abstained	3	1469217
Total	4	1469218

Based on the above, the Resolution has been passed with requisite majority

Resolution-2: Ordinary Resolution

To declare dividend on equity shares

Valid Votes

Particulars	Number of members casted votes			Number of votes casted			(%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	189	44	233	73776309	1199819	74976128	99.9999
Dissent	2	0	2	35	0	35	0.0001
Total	191	44	235	73776344	1199819	74976163	100.0000

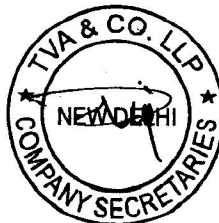
Invalid/Abstained votes

Invalid/Abstained	Total Number of members whose votes were declared invalid/ abstained	Total number of votes
Invalid	1	1
Abstained	0	0
Total	1	1

Based on the above, the Resolution has been passed with requisite majority

Resolution-3: Ordinary Resolution

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



Valid Votes

Particulars	Number of members casted votes			Number of votes casted			(%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	170	44	214	70530065	1199819	71729884	95.6703
Dissent	22	0	22	3246279	0	3246279	4.3297
Total	192	44	236	73776344	1199819	74976163	100.0000

Invalid/Abstained votes

Invalid/Abstained	Total Number of members whose votes were declared invalid/ abstained	Total number of votes
Invalid	1	1
Abstained	0	0
Total	1	1

Based on the above, the Resolution has been passed with requisite majority

Resolution-4: Ordinary Resolution

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

Valid Votes

Particulars	Number of members casted votes			Number of votes casted			(%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	188	44	232	73776270	1199819	74976089	99.9999
Dissent	2	0	2	34	0	34	0.0001
Total	190	44	234	73776304	1199819	74976123	100.0000

Invalid/Abstained votes

Invalid/Abstained	Total Number of members whose votes were declared invalid/ abstained	Total number of votes
Invalid	1	1
Abstained	1	40
Total	2	41

Based on the above, the Resolution has been passed with requisite majority

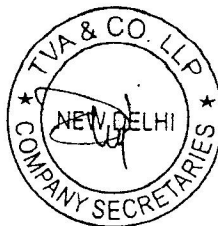


- 10 Registers, Ballot papers and all other relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 34th Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Thanking you



Scrutinizer
Tanuj Vohra
Partner
TVA & Co. LLP
Company Secretaries
M. No.: F5621, CP No. 5253



Delhi, August 31, 2018

Countersigned by
For Radico Khaitan Limited

Chairman

We, the undersigned witnesseth that the ballot box was opened and votes casted through remote e-voting were unblocked from the e-voting website of Karvy Computershare Private Limited in our presence on August 31, 2018.



Anuja Singh Parihar
T-52, Samman Bazar
Bhogal, New Delhi-110014



Shweta Agarwal
160, Madhowari
Bareilly, Uttar Pradesh-243001

Delhi, August 31, 2018

Delhi, August 31, 2018