



Radico

RADICO KHAITAN LIMITED

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

CIN No.L26941UP1983PLC027278

E-mail : info@radico.co.in, Website : www.radickhaitan.com

Ph.: 0595 - 2350601-2 , Fax.: 0595-2350009

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of Radico Khaitan Limited (RKL), will be held on Tuesday, 30th day of September 2014 at 1.00 p.m. at the registered office of the Company at Rampur Distillery, Bareilly Road, Rampur - 244 901 (U.P.) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Accounts of the Company consisting of the Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended on that date including Notes thereto together with Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a director in place of Mr. K.P. Singh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration 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 M/s. V. Sankar Aiyar & Co., Chartered Accountants, having Registration no.109208W, be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

Special Business:

5. 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 Sections 149, 150, 152 and any other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Dr. Raghupati Singhania (holding DIN 00036129), Director of the Company who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from the date of 30th Annual General Meeting of the Company."

6. 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 Sections 149, 150, 152 and any other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Mr K.S. Mehta (holding DIN 00128166), Director of the Company who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from the date of 30th Annual General Meeting of the Company."

7. 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 Sections 149, 150, 152 and any other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Mr. Ashutosh Patra (holding DIN No. 00247266), Director of the Company who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from the date of 30th Annual General Meeting of the Company."

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

"RESOLVED THAT Mr. Sarvesh Srivastava (holding DIN 06869261), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30.5.2014 in terms of Section 161 (1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from the date of 30th Annual General Meeting of the Company."

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

"RESOLVED THAT Mrs. Shailja Saraf (holding DIN 01038584), who was appointed as an Additional Director (Non-executive) of the Company by the Board of Directors with effect from 30.5.2014 in terms of Section 161 (1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, Mr. S.N. Balasubramanian (Membership No.1358), Cost Accountant, R/o Flat No. H-301, Green Valley Apartment, Plot No.18, Sector-22, Dwarka, New Delhi -110 077, appointed by the Board of directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15 be paid remuneration of Rs.1 lac (Rupees one lac only) apart from reimbursement of actual expenses to be incurred by him in connection with conducting the audit of cost records of the Company."

"RESOLVED FURTHER THAT the Board of Directors be

and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

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

"**RESOLVED THAT** in supersession of the Ordinary Resolution adopted at the Extra Ordinary General Meeting held on 3.11.2009 and pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging and / or creating charge in such form and manner and on such terms and at such time (s) as the Board of Directors may deem fit on the movable and / or immovable assets and properties of the Company, wherever situate, present and / or future, whether presently belonging to the Company or not, in favour of any person including, but not limited to financial / investment institution(s), bank(s), insurance company (ies), mutual fund(s) corporate body (ies), trustee (s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities upto a sum not exceeding Rs.1,500 Crores (Rupees One Thousand Five Hundred Crores Only)".

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

"**RESOLVED THAT** in supersession of the Ordinary Resolution adopted at the Extra Ordinary General Meeting held on 3.11.2009 and pursuant to Section 180 (1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers/Financial Institution/MutualFund/ Corporate Bodies/Trustees/Insurance Companies in the ordinary course of business, shall not be in excess of Rs.1,500 Crores (Rupees One Thousand Five Hundred Crores Only)."

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company."

"**RESOLVED FURTHER** that the Clause 97 (b) of the Articles of Association of the Company shall be substituted with and read as under:

"The following Directors shall be liable to retire by rotation:

- (i) Managing Director
- (ii) Joint / Deputy / Assistant Managing Director"

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By order of the Board
for Radico Khaitan Limited

Place : New Delhi
Date : 12.08.2014

Amit Manchanda
Group Head – Legal &
Company Secretary
FCS No.6615

NOTES

(1) A member entitled to attend and vote at the Annual General Meeting 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 Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than ten percent 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.

(2) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

(3) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

(4) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

(5) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.

(6) (a) The Company has already notified closure of Register of Members and Transfer Books from 24.09.2014 to 30.09.2014 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.

(b) The dividend on Equity Shares, if declared at the Meeting, will be paid on or before 30.10.2014 to those Members whose names shall appear on the Company's Register of Members on 23.09.2014. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. as at the opening hours on 24.9.2014.

(7) Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96, 1997, 1998, 1999, 2000, 2001-2002, 2002-2003, 2003-04 and 2004-05 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Dividends for the financial year ended 31.03.2006 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant(s) for the aforesaid year are requested to seek issue of duplicate warrant (s) by writing to the Company's Registrars and Transfer Agents, M/s. Mas Services Ltd.

Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim.

(8) Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Mas Services Ltd., immediately of:

(a) Change in their Residential status on return to India for permanent settlement.

(b) Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.

(9) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, members have been provided with the facility to cast their votes electronically, through the e-voting services provided

by CDSL, on all resolutions set forth in this Notice. A separate leaflet is Annexed to this notice, inter alia, indicating the process and manner of e-voting is being sent to all members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 30th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

(10) In accordance with the provisions of Clause 5A of the listing agreement, the Company had opened a demat account namely "Radico Khaitan Limited – Unclaimed Suspense Account" with Stock Holding Corporation of India Limited and as on 31.03.2014 874997 shares of 2585 Members are held in this account. For claiming these shares please write to the Company at Bareilly Road, Rampur – 244 901 (U.P.), 0595-2350601/2, 0595-2351703, Fax 0595-2350009, email – info@radico.co.in.

(11) Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send the Notice of Annual General Meeting, financial statements and other communication in electronic form. The Company is sending the Annual Report including the Notice of Annual General Meeting, audited financial statements, Director's Report, Auditor's Report along with their annexures etc. for the financial year 2013-14 in the electronic mode to the shareholders who have registered their e-mail ids with the Company and / or other respective Depository Participants (DPs). The documents being served in electronic form will also be available on Company's website www.radico.co.in. In case you desire to receive the documents mentioned above in physical form, you are requested to intimate the Company at Bareilly Road, Rampur – 244 901 (U.P.), 0595-2350601/2, 0595-2351703, Fax 0595-2350009, email – info@radico.co.in.

(12) **Green initiative:**

In view of green initiative measures taken by MCA to save papers, you are requested to provide your email id to the Company or update id with your DP's, so that all the communications along with notices and Annual Reports may be sent through electronic mode. The shareholders may seek physical copy also.

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

**Place : New Delhi
Date : 12.08.2014**

**Amit Manchanda
Group Head – Legal &
Company Secretary
FCS No.6615**

Brief profile of Directors:

Name of Director	Dr. Raghupati Singhania	Mr. K.S. Mehta	Mr. Ashutosh Patra
Date of Birth	08.12.1946	15.01.1946	15.03.1946
Date of Appointment	28.01.2003	28.01.2003	28.01.2003
Expertise in specific Functional Area	Industrialist	Finance and Management	Litigation and Consulting
Qualification B.Sc.	B.Com (Hons.)	M.A. LL.M FCA, AC, ACIL (London)	
Shareholding in the Company	--	--	--
Brief	Dr. Raghupati Singhania is an eminent industrialist and is the Vice Chairman & Managing Director of J.K. Tyre & Industries Ltd. He is also on the Board of other J.K. Group of Companies	Mr. K.S. Mehta is a leading Chartered Accountant and is the Managing Partner of the firm of Chartered Accountants, M/s. S.S. Kothari Mehta & Co., having vast experience in the field of Finance and Accounting.	Mr. Ashutosh Patra is an eminent Supreme Court Lawyer and a leading legal expert. He is holding key position in the leading law firm M/s. O.P. Khaitan & Co. Mr. Patra has been in the legal practice for over 35 years.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No.5, 6 & 7

In terms of Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors), Rules 2014, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of upto 5 years each. In terms of revised Clause 49 of the Listing Agreement, which will be applicable from 1st October 2014, persons who have already serve as Independent Directors on the Board of a Company for 5 years or more can be appointed for only one term of 5 years.

Dr. Raghupati Singhania, Mr. K.S. Mehta and Mr. Ashutosh Patra are Independent Directors of the Company and have been holding the office of Directorship for a period ranging from 10 to 12 years. As per their existing terms of appointment, the period of their office is liable to retire by rotation in terms of Section 152 of the Companies Act 2013.

The Company has received notices in writing from the Members under Section 160 of the Act proposing the candidature of each of the above mentioned Directors for appointment as an Independent Directors of the Company. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from these Directors that they meet with the criteria of Independence as prescribed under Section 149 (6) of the Act and Clause 49 of the listing agreement.

The Board of Directors considered the matter of their appointment in its meeting held on 12.08.2014 and felt that their continued association would be of immense benefit to the Company and proposed their appointment as Independent Directors under Section 149 of the Act to hold office for a term of five consecutive years commencing from the date of 30th Annual General Meeting of the Company. In the opinion of the Board, all the above mentioned directors fulfill conditions of appointment as Independent Directors as specified in the Act and the listing agreement.

Brief resume of these Directors, their educational and professional qualifications, nature of their working experience, their achievements, name(s) of the companies in which they hold directorships, memberships and chairmanships in various Committees, their shareholding in the Company, relationship between directors inter-se are provided in Corporate Governance Report forming part of the Annual Report. This statement may also be regarded as a disclosure under Clause 49 of the listing agreement.

All these Directors are interested in these resolutions with regard to their respective appointments along with their respective relatives. Save and except the above, no other Director / Key Managerial

Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set out at Item No.5, 6 & 7 to the shareholders for their approval.

Item No.8

Mr. Sarvesh Srivastava was appointed as an Additional Director on the Board of the Company with effect from 30.5.2014 in terms of Section 161 (1) of the Companies Act, 2013. By virtue of the aforesaid section, Mr. Sarvesh Srivastava holds office until the ensuing 30th Annual General Meeting of the Company. His appointment was made in the category of Non-executive and Independent.

The Company has received a notice in writing from a member pursuant to the provisions of the Companies Act, 2013 indicating the intention to propose his candidature for the office of the Director of the Company not liable to be retired by rotation.

Mr. Sarvesh Srivastava aged 60 years, has Bachelors Degree in Science with Botany, Zoology and Chemistry. He has been a Member of the Institute of Chartered Accountants of India since 1985. He worked as a Manager – Taxation in a leading private commercial enterprise and subsequently developed private practice with primary emphasis on various aspects of Indian Taxation and Company Law matters including conduct of statutory audits, tax audits and special investigation for various organizations including corporate entities, banks, insurance companies, societies, trusts and other non profit entities.

Except Mr. Sarvesh Srivastava, none of the other directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No.8 to the shareholders for their approval.

Item No.9

Mrs. Shailja Saraf was appointed as an Additional Director (Non-Executive Non Independent) on the Board of the Company with effect from 30.5.2014 in terms of Section 161 (1) of the Companies Act, 2013. By virtue of the aforesaid section, Mrs. Shailja Saraf holds office until the ensuing 30th Annual General Meeting of the Company.

Mrs. Saraf carries rich experience in handling the sales & exports of various products in overseas, duty free market and overseas joint ventures and collaborations. She will be a women director fulfilling the requirements of SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014.

The Company has received a notice, in writing, from a member pursuant to the provisions of the Companies Act, 2013 indicating the intention to propose her candidature for the office of the Director of the Company liable to retire by rotation.

Except Dr. Lalit Khaitan, Mr. Abhishek Khaitan, Mrs. Shailja Saraf, none of the other directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No.9 to the shareholders for their approval.

Item No.10

Pursuant to Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost auditors should be ratified by the shareholders of the Company. Board of Directors had in its meeting held on 30th May 2014, and on the basis of recommendations of the Audit Committee appointed Mr. S.N. Balasubramanian (Membership No.1358), Cost Accountant, R/o Flat No. H-301, Green Valley Apartment, Plot No.18, Sector-22, Dwarka, New Delhi -110 077, as the Cost Auditor to conduct audit of cost records of the Company for the financial year 2014-15 in respect of the business activities of manufacturing and bottling of liquor and subject to ratification by shareholders, fixed their remuneration at Rs.1 lac (Rupees one lac 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 or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the resolution set out at Item No.10 to the shareholders for their approval.

Item No.11

The Company in its ordinary course of business borrows monies by way of term loans / working capital or any other loans / banking facility / finance either in rupee or in foreign currency from Financial Institutions / Banks / Insurance Companies and other Corporate Bodies apart from temporary loans. In terms of resolution passed by the Shareholders at the Extra Ordinary General Meeting held on 3.11.2009 under Section 293 (1) (a) of the Companies Act, 1956, the Board of Directors of the Company was authorized to create securities by equitable mortgages and / or charges on all or some of the immovable and movable properties of the Company, both present and future, in favour of the lenders / trustees up to an extent of Rs.1500 crores. In light of the Companies Act, 2013 Board has proposed to take approval of the Members pursuant to Section 180 (1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to create equitable mortgage/charge upto Rs.1500 Crores in this regard as an abundant precaution. Hence, the resolution is placed before the Members for their approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No.11 to the shareholders for their approval.

Item No.12

In terms of resolution passed by the Shareholders at the Extra Ordinary General Meeting held on 3.11.2009 under Section 293 (1) (d) of the Companies Act, 1956, the Board of Directors of the Company was authorized to borrow up to a sum of Rs.1500 crores which is over and above the paid up share capital and free reserves of the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business). The earlier resolution dated 3.11.2009 was passed as an ordinary resolution. However, Section 180 (1) (c) of the Companies Act, 2013, requires that the borrowings over and above the paid up capital and free reserves can be done only once the consent of shareholders is received as Special Resolution. Your Company has kept the same borrowing limits as were there in earlier resolution dated 3.11.2009. Accordingly, the consent of the Shareholders at the Annual General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set out at Item No.12 to the shareholders for their approval.

Item No.13

The present Articles of Association of the Company are based on the provisions of the Companies Act, 1956. Consequent to the notification and applicability of large number of Sections of the new Companies Act, 2013 and Rules framed there under, it has become necessary to alter the existing Articles of Association of the Company to be in line with the new Act. The Board of Directors considered this matter in its meeting held on 12.8.2014 and decided to adopt a new set of Articles of Association and replace the existing Articles of Association. A copy of draft Articles is available at the registered office of the Company.

As per Section 14 of the Act, approval of the shareholders of the Company by way of a special resolution is required for alteration of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No.13 to the shareholders for their approval.

By order of the Board
for Radico Khaitan Limited

Place : New Delhi
Date : 12.08.2014

Amit Manchanda
Group Head – Legal &
Company Secretary
FCS No.6615

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 Company: Radico Khaitan Limited

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

CIN: L26941UP1983PLC027278

E-mail : info@radico.co.in, Website : www.radicoKhaitan.com

Ph.: 0595 - 2350601-2 , Fax.: 0595-2350009

Name of the Member (s)	
Registered Address	
Email ID	
Folio No. / Client ID:	
*DP ID	

I / We, being the member (s) of Radico Khaitan Ltd. (herein after called "the Company"), hereby appoint:

- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him.
- Name: _____ Address: _____
Email Id: _____ Signature: _____ or failing him.
- 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 30th Annual General Meeting of the Company to be held on Tuesday, the 30th day of September 2014 at 1.00 P.M. at the Registered office of the Company at Bareilly Road, Rampur – 244 901 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	For	Against
1.	To adopt Annual Accounts of the Company including Report of the Board of Directors and Auditors		
2.	To Declare Dividend on Equity Shares		
3.	To Reappoint Mr. K.P. Singh as Director		
4.	To Appoint M/s. V. Sankar Aiyar & Co., Chartered Accountants, as Statutory Auditors of the Company.		
5.	To consider appointment of Dr. Raghupati Singhania as an Independent Director		
6.	To consider appointment of Mr. K.S. Mehta as an Independent Director		
7.	To consider appointment of Mr. Ashutosh Patra as an Independent Director		
8.	To consider appointment of Mr. Sarvesh Srivastava as an Independent Director		
9.	To consider appointment of Mrs. Shailja Saraf as a Non Executive Non Independent Director.		
10.	To approve remuneration of Mr. S.N. Balasubramanian Cost Auditor of the company.		
11.	To consider the Resolution in respect of equitable Mortgage of moveable/immoveable properties of the Company.		
12.	To consider the Resolution in respect of borrowing powers of the Board.		
13.	To consider the adoption of new articles of Association of the Company in substitution of the existing Articles of Association of the Company.		

Signed this _____ day of _____ 2014

Affix Rs.1.00
Revenue
Stamp
Signature

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 in ended, 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 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.

* Applicable for investors holding shares in demat form.

Sl. No.	Description of the Resolution	Vote	
		For	Against
1.	To appoint Mr. V. Sankararajan as a Director of the Company.		
2.	To appoint Mr. V. Sankararajan as a Director of the Company.		
3.	To appoint Mr. V. Sankararajan as a Director of the Company.		
4.	To appoint Mr. V. Sankararajan as a Director of the Company.		
5.	To appoint Mr. V. Sankararajan as a Director of the Company.		
6.	To appoint Mr. V. Sankararajan as a Director of the Company.		
7.	To appoint Mr. V. Sankararajan as a Director of the Company.		
8.	To appoint Mr. V. Sankararajan as a Director of the Company.		
9.	To appoint Mr. V. Sankararajan as a Director of the Company.		
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11.	To appoint Mr. V. Sankararajan as a Director of the Company.		
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17.	To appoint Mr. V. Sankararajan as a Director of the Company.		
18.	To appoint Mr. V. Sankararajan as a Director of the Company.		
19.	To appoint Mr. V. Sankararajan as a Director of the Company.		
20.	To appoint Mr. V. Sankararajan as a Director of the Company.		
21.	To appoint Mr. V. Sankararajan as a Director of the Company.		
22.	To appoint Mr. V. Sankararajan as a Director of the Company.		
23.	To appoint Mr. V. Sankararajan as a Director of the Company.		
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By order of the Board
 For Board Chairman

 Date: 12.02.2014
 Place: New Delhi