



# RAVI KUMAR DISTILLERIES LIMITED

(CIN: L51909TN1993PLC025981)

Regd. Office: S1 & S2, Second Floor, B Block, "Ameen Manors"  
No.138, Nungambakkam High Road, Nungambakkam, Chennai – 600 034, India.

## NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of Ravi Kumar Distilleries Limited will be held at Bharathiya Vidya Bhavan, 8/12, East Mada Street, Mylapore, Chennai – 600 004 on Mondy, 29th September 2014 at 11.30 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the company for the financial year end 31st March, 2014, the reports of Board of Directors and Auditors thereon.

2. To appoint Auditors and to fix their remuneration;

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

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory amendment(s) or modification(s) or enactment(s) thereof, for the time being in force) and pursuant to recommendation of Audit Committee of the Board of Directors, M/s Ramanand and Associates, Chartered Accountants, ICAI Registration Number 117776W be and are hereby re-appointed as the Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, at such remuneration as the Board of Directors or Audit Committee of the Board of Directors may fix in this behalf”.

3. Re-appointment of Mr. Badrinath S Gandhi as a Executive Director liable to retire by rotation.

“RESOLVED THAT Mr. Badrinath S Gandhi (DIN 01960087) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Executive Director of the company liable to retire by rotation”.

4. Re-appointment of Mrs. S. Vijayalakshmi as Whole Time Director liable to retire by rotation.

“RESOLVED THAT Mrs. S. Vijayalakshmi (DIN 02091138) who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Whole Time Director of the company liable to retire by rotation”.

### SPECIAL BUSINESS

5. To re-appoint Mr. K.S.M. Rao as Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. K.S.M Rao (DIN: 02096588), who was appointed as a 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 5 (five) consecutive years for a term up to the conclusion of the 26th Annual General Meeting of the Company.”

6. To re-appoint Mr. Papatlal M Kathariya as Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Papatlal M Kathariya (DIN:00281395), who was appointed as a 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 5 (five) consecutive years for a term up to the conclusion of the 26th Annual General Meeting of the Company.”

Place: Mumbai  
Date : 28.08.2014

### Registered Office:

S1 & S2, Second Floor, 'B' Block,  
"Ameen Manors"  
No.138, Nungambakkam High Road,  
Nungambakkam, Chennai – 600 034.

By order of the Board of Directors

**R.V. Ravikumar**  
Managing Director

**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty 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 ten percent 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.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. The Company has notified closure of Register of Members and Share Transfer Books from 22nd September, 2014 to 28th September, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s. Karvy Computershare Pvt. Ltd.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Karvy Computershare Pvt. Ltd., for consolidation into a single folio.
11. 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.

12. Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.
13. E-Voting : The Company is pleased to provide E-voting facility through M/s. Karvy Computershare Private Limited as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 21st Annual General Meeting of the Company dated 28th August, 2014 (the AGM Notice). The Company has appointed Mr. Kamal Agrawal, Practicing Chartered Accountant, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as 29th August, 2014 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

**The instructions for E-Voting are as under:**

**PROCEDURE AND INSTRUCTIONS FOR E-VOTING**

The procedure and instructions for e-voting are as follows

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Ballot Form. Your folio/DP Client ID will be your User-ID.

|                  |                                                                                                                                                                                                                                                                               |
|------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>User – ID</b> | For Members holding shares in Demat Form:-<br>a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID<br>b) For CDSL :- 16 digits beneficiary ID<br>For Members holding shares in Physical Form:-<br>• Event no. followed by Folio Number registered with the company |
| <b>Password</b>  | Your Unique password is printed on the Ballot Form / via email forwarded through the electronic notice                                                                                                                                                                        |
| <b>Captcha</b>   | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.                                                                                                                                         |

- iii) Please contact toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from 21.09.2014 @ 9.00 AM to 23.09.2014 @ 5.00 PM
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change

your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Ravi Kumar Distilleries Limited'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any

number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'

- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

Corporate/Institutional Members (corporate / Fls/Flls / Trust / Mutual Funds / Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to cs@ravikumardistilleries.com with copy to evoting@karvy.com and cssatishjain998@gmail.com. The file scanned image of the Board Resolution should be in the naming format " Ravi Kumar Distilleries Limited Event no.".

## ANNEXURE TO NOTICE

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreements)

|                                                                                                                      |                           |
|----------------------------------------------------------------------------------------------------------------------|---------------------------|
| Name of the director                                                                                                 | Mr. Badrinath S. Gandhi   |
| Age                                                                                                                  | 53 Years                  |
| Date of appointment                                                                                                  | 07.11.2007                |
| Qualifications                                                                                                       | D.E., D.C.A., D.S.A. D.P. |
| Expertise in specific functional areas                                                                               | Industrial Management     |
| List of companies in which outside directorships held as on 28th August, 2014 (excluding private limited)            | Nil                       |
| Chairman/member of the committees of the boards of other companies in which he is a director as on 28th August, 2014 | Nil                       |

|                                                                                                                      |                       |
|----------------------------------------------------------------------------------------------------------------------|-----------------------|
| Name of the director                                                                                                 | Mrs. S. Vijayalakshmi |
| Age                                                                                                                  | 41 Years              |
| Date of appointment                                                                                                  | 11.10.1993            |
| Expertise in specific functional areas                                                                               | Blending of Liquor    |
| Qualifications                                                                                                       | B.sc. (Chemistry)     |
| List of companies in which outside directorships held as on 28th August, 2014 (excluding private limited)            | Nil                   |
| Chairman/member of the committees of the boards of other companies in which he is a director as on 28th August, 2014 | Nil                   |

|                                                                                                                      |                     |
|----------------------------------------------------------------------------------------------------------------------|---------------------|
| Name of the director                                                                                                 | Mr. K.S.M. Rao      |
| Age                                                                                                                  | 67 Years            |
| Date of appointment                                                                                                  | 07.11.2007          |
| Expertise in specific functional areas                                                                               | Banking and Finance |
| Qualifications                                                                                                       | B.Com, L.L.B.       |
| List of companies in which outside directorships held as on 28th August, 2014 (excluding private limited)            | Nil                 |
| Chairman/member of the committees of the boards of other companies in which he is a director as on 28th August, 2014 | Nil                 |

|                                                                                                                      |                             |
|----------------------------------------------------------------------------------------------------------------------|-----------------------------|
| Name of the director                                                                                                 | Mr. Popatlal M Kathariya    |
| Age                                                                                                                  | 61 Years                    |
| Date of appointment                                                                                                  | 03.11.2010                  |
| Expertise in specific functional areas                                                                               | Accounting                  |
| Qualifications                                                                                                       | B.Com, L.L.B, (Gen), F.C.A. |
| List of companies in which outside directorships held as on 28th August, 2014 (excluding private limited)            | Nil                         |
| Chairman/member of the committees of the boards of other companies in which he is a director as on 28th August, 2014 | Nil                         |

Place: Mumbai  
Date : 28.08.2014

**R.V. Ravikumar**  
Managing Director

**Registered Office:**

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## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

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

**Item No.5 & 6**

Mr. K.S.M. Rao and Mr. Popatlal M Kathariya are the Independent Director of the Company whose term of office expires at the ensuing Annual General Meeting and are eligible for being appointed for a period of 5 (five) consecutive years from the date of Annual General Meeting. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company. It is proposed to appoint Mr. K.S.M. Rao and Mr. Popatlal M Kathariya as an Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 26th Annual General Meeting of the Company. Mr. K.S.M. Rao and Mr. Popatlal M Kathariya are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director. The Company has also received declaration from Mr. K.S.M. Rao and Mr. Popatlal M Kathariya that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. K.S.M. Rao and Mr. Popatlal M Kathariya fulfill the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Mr. K.S.M. Rao and Mr. Popatlal M Kathariya are independent of the management. Brief resume of Mr. K.S.M. Rao and Mr. Popatlal M Kathariya, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. Mr. K.S.M. Rao is interested in the resolution set out respectively at Item No. 5 of the Notice with regard to his appointment and Mr. Popatlal M Kathariya is interested in the resolution set out respectively at Item No. 6 of the Notice with regard to his appointment.

Place: Mumbai  
Date : 28.08.2014

**R.V. Ravikumar**  
Managing Director

**Registered Office:**

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