



# RAVI KUMAR DISTILLERIES LIMITED

Regd. Office : C-9, C-10, Industrial Estate, 2<sup>nd</sup> Main Road, Thattanchavady, Puducherry-605009.  
Phone : 0413-2244007, 2248888, 2248887.

E-mail: [cs@ravikumardistilleries.com](mailto:cs@ravikumardistilleries.com), Website: [www.ravikumardistilleries.com](http://www.ravikumardistilleries.com)  
CIN No.L51909PY1993PLC008493. GSTIN/UIN: 34AABCR4195D1ZJ.

August 25<sup>th</sup>, 2025

To Secretary Listing Department <b>BSE Limited</b> Department of Corporate Services Phiroze Jeejeebhoy Dalal Street, Mumbai – 400001. <b>Scrip Code: 533294</b>	To Secretary Listing Department <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Mumbai – 400050. <b>Scrip Code: RKDL</b>
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Dear Sir,

**Sub: Notice of the 32<sup>nd</sup> Annual General Meeting**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the Notice convening the 32<sup>nd</sup> AGM of shareholders for the FY 2024-2025 which will be circulated to the members.

The 32<sup>nd</sup> AGM will be held on Friday, September 19, 2025 at 11.30 a.m. at the registered office of the company at C-9, C-10, Industrial Estate, 2<sup>nd</sup> Main Road, Thattanchavady, Puducherry-605009.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **RAVI KUMAR DISTILLERIES LIMITED**

**Manohar Waman Oak**  
Company Secretary cum Compliance Officer



# RAVI KUMAR DISTILLERIES LIMITED

(CIN: L51909PY1993PLC008493)

Regd. Office: C-9, C-10, Industrial Estate, 2nd Main Road,  
Thattanchavady Puducherry-605 009, India. Tel No. 0413-2244007, 2248888, 2248887  
E-Mail: cs@ravikumardistilleries.com Website: www.ravikumardistilleries.com

## NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Ravi Kumar Distilleries Limited will be held on Friday, the 19th September, 2025 at 11:30 a.m. at the Registered Office of the Company at C-9,C-10, Industrial Estate, 2nd Main Road, Thattanchavady, Puducherry – 605009., to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R V Ravikumar (DIN:00336646), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s. Ramanand & Associates (FRN:117776W) as Statutory Auditors of the Company for a period of 5 (Five) Financial years.

**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 139 and 141 of the Companies Act, 2013 read with the Companies (Auditor & Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, appoint M/s. Ramanand & Associates (FRN:117776W) be and is hereby appointed as Statutory Auditors of the Company for a period of 5 financial years to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company at a remuneration to be mutually agreed by the Auditors and the Board of Directors of the Company.”

### SPECIAL BUSINESS:

4. **Appointment of M/s. Naithani & Shetty Associates as Secretarial Auditors of the Company:**

**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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) and re-enactment thereof for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and on recommendation of Audit Committee and Board of Directors of the Company, M/s. Naithani & Shetty Associates (Peer Review No.:6548/2025) be and is hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from F.Y 2025-2026 to F.Y 2029-2030.

**RESOLVED FURTHER THAT** the Audit Committee/ Board of Directors of the Company, be and are hereby authorised to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Secretarial Auditors, during the tenure of their appointment.”

5. **Re-Appointment of Mr. R. V. Ravikumar (DIN: 00336646) as a Managing Director of the Company for a period of 3 (Three) years.**

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

“RESOLVED THAT upon the recommendation of Nomination and Remuneration Committee and the approval of Board through its resolutions dated 6th August 2025 and pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s) or reenactment(s) thereunder) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, consent of the members be and is hereby accorded for re-appointment of Mr. R.V. Ravikumar (DIN: 00336646) as Managing Director of the Company for a period of 3 years with effect from 1st April 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution.”

6. **Re-Appointment of Mr. Badrinath S Gandhi (DIN: 01960087) as a Whole-time Director of the Company for a period of 3 (Three) years.**

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

“**RESOLVED THAT** upon the recommendation of Nomination and Remuneration Committee and the approval of Board through its resolutions dated 6th August 2025 and pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s) or reenactment(s) thereunder) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, consent of the members be and is hereby accorded for reappointment of Mr. Badrinath S Gandhi (DIN: 01960087) as Whole-time Director of the company for a period of 3 years on a remuneration of Rs.1,00,000/- (Rupees One Lakh Only) per month with effect from 1st April 2026.

**RESOLVED FURTHER THAT** in the event of continuation of inadequacy of profit or no profit, the remuneration and perquisites as mentioned shall be paid as minimum remuneration to Mr. Badrinath S Gandhi subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force or any other applicable provisions for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration so as not to exceed the applicable limit specified in Section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) that may be agreed to between the Board of directors and Mr. Badrinath S Gandhi.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its discretion deem necessary, expedient or proper to give effect to these resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board of Directors to secure any further consent or approval of the shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by authority of this resolution.”

Place: Puducherry  
Date : 06.08.2025

By order of the Board of Directors  
For Ravi Kumar Distilleries Limited

**Registered Office:**  
C-9,C-10, Industrial Estate,  
2nd Main Road, Thattanchavady,  
Puducherry-605009.

**R.V. Ravikumar**  
Managing Director  
(DIN: 00336646)



**Notes:**

1. 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/herself 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice as "Annexure A".
5. Members are requested to bring their attendance slip in 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 **13.09.2025 to 19.09.2025** (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. KFin Technologies Limited.
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. KFin Technologies Limited., 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. KFin Technologies 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 32nd Annual General Meeting of the Company dated 06.08.2025 (the AGM Notice). The Company has appointed CS Uttam Shetty, Practicing Company Secretary, 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 on 12.09.2025 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 FOR REMOTE E-VOTING**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on 16/09/2025 at 9.00 a.m. and ends on 18/09/2025 at 5.00 p.m.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and

becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

- viii. The details of the process and manner for remote e-Voting are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. Kfintech.</p> <p>V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi/ Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>



	<p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Details on Step 2 are mentioned below:**

**II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9058, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'RAVI KUMAR DISTILLERIES LIMITED-AGM' and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [uttamshetty@gmail.com](mailto:uttamshetty@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Ravi Kumar Distilleries Limited AGM\_2025\_Even No.9058"
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

**Procedure for Registration of email and Mobile: securities in physical mode**

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) 'Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	<b>KFIN Technologies Limited</b>
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- d) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
  - i. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the AGM.
  - ii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.



## **RAVI KUMAR DISTILLERIES LIMITED.**

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- I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact KFIN, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 12th September, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - ii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
- IV. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

**Annexure A**  
**The Statement of disclosures pursuant to Regulation 36(3) of SEBI**  
**(Listing Obligations and Disclosure Requirements)**  
**Regulations, 2015 and Secretarial Standard-2 on General Meetings, is as under:**

<b>Name of Director</b>	<b>Mr. R.V. Ravikumar</b> (DIN: 00336646)	<b>Mr. Badrinath S. Gandhi</b> (DIN: 01960087)
<b>Date of Birth</b>	17/12/1955	01/03/1961
<b>Date of First appointment</b>	11/10/1993	07/11/2007
<b>Qualifications</b>	Matriculation	D.E.E., D.C.A., D.S.A. D.P
<b>Expertise in specific functional areas</b>	Business-Manufacturing of Liquor	Industrial Management
<b>Directorship in other Indian Public Limited Companies as on 31.03.2025</b>	NIL	NIL
<b>Chairman/Member of the Committees of the Board of other Indian Public Limited Companies as on 31.03.2025</b>	NIL	NIL
<b>No. of Shares held in the Company</b>	55,08,976	NIL
<b>Number of Board Meeting attended during 2024-25</b>	5	5
<b>Disclosure in terms of Regulation 36(3) of SEBI (Listing Requirements) Regulations, 2015</b>	Mr. Badrinath S Gandhi is – Co-Brother of his brother-in law	Co-Brother of Mr. R.V. Ravikumar's Brother-in-law
<b>Details of Remuneration last drawn during F. Y 2024-25</b>	-	-

**DISCLOSURE AS REQUIRED UNDER SCHEDULE V**  
**TO THE COMPANIES ACT, 2013 IS GIVEN HEREUNDER:**

**I. General Information:**

Nature of industry	Manufacture and Sale of Liquor
Date or expected date of commercial production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A



## RAVI KUMAR DISTILLERIES LIMITED.

### Financial performance: -

(Rs. in lakhs)

PARTICULARS	2024-25	2023-24	2022-23
Revenue from Operations	7483.73	6177.28	7499.68
Other Income	306.49	422.55	122.27
Profit Before Depreciation, Interest and Tax	61.13	66.90	(88.79)
Financial Expenses	13.44	4.01	7.25
Profit Before Depreciation	47.69	62.89	(96.04)
Depreciation	34.47	39.85	29.10
Profit before Extra-Ordinary and Exceptional items and tax	13.22	23.04	(125.14)
Extra Ordinary Items/Exceptional Items	-	217.49	102.87
Profit Before Tax	13.22	(194.45)	(228.01)
Provision for Tax (including Deferred Tax)	-	-	-
Net Profit After Tax	13.22	(194.45)	(228.01)
Earnings per share (Rs.)	0.07	(0.79)	(0.91)

### Foreign Investments or collaborations, if any: -

There is no direct foreign investment in the Company.

### Information about the Appointees :-

	Mr. R.V. Ravikumar	Mr. Badrinath S. Gandhi
Background details	Given in the body of this statement	Given in the body of this statement
Past Remuneration (Previous year Annual Rs.)	--	--
Recognition and Awards	---	---
Job profile and his suitability	Business – Manufacturing of Liquor	Industrial Management
Remuneration proposed	As mentioned in the resolution	As mentioned in the resolution
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration and holding 55,08,976 Equity Shares, he does not have any pecuniary relationship with the Company.	Apart from receiving managerial remuneration, he does not have any pecuniary relationship with the Company.

### Comparative remuneration profile with respect to industry, size of company, profile of the Position and person:

During last decade, the liquor industry have seen many ups and downs. Further, Government of Puducherry is introducing various new licenses for new entrants of liquor industry. Hence, Company is likely to face competition risk and challenge to overcome such situation. Hence, in this period, it is necessary for any liquor company to have highly experienced persons having specialized knowledge and skills to understand and project the market trend, consumer behaviour, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Mr. Badrinath S Gandhi has successfully proved his expertise in very effective manner and drove the Company over the period of time. Hence, the Board of Directors considers that the remuneration proposed to him is justified commensurate with other organisations of the similar type, size and nature in the retail industry.

### II. Other information:

#### Reasons of loss or inadequate profits:

Few years ago, the Excise Department has cancelled the manufacturing license of the company on the allegation that there were irregularities in affixture of Holograms in IMFL bottles which resulted in halted in production and consequent losses to the company during the period of suspension of license. Slightly over the time, Company is slowly and steadily being able to generate revenue, however, it will take some more time, to increase the production to the maximum capacity level and thereby generate the revenue and more profits for the company.

**Steps taken or proposed to be taken for improvement:**

Company is focusing on strengthening its core competency in manufacturing, by optimizing inventory, improving Productivity and reduction in cost of manufacturing. In addition to the above, certain strategic management changes made during the previous financial year would result in further cost reduction and thereby contributing to the profitability in the years to come.

**Expected increase in productivity and profits in measurable terms:**

The management continuous to be cautiously optimistic towards the external economic environment and expects demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins. In addition, Company is also trying to export more of its product outside India which may result in increase in revenue and profit margin from the products.

**III Disclosures:**

1. The remuneration package of all the managerial persons are given in the respective resolutions.
2. The explanatory statement given below (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

Place: Puducherry  
Date : 06.08.2025

By order of the Board of Directors  
For Ravi Kumar Distilleries Limited

**Registered Office:**  
C-9,C-10, Industrial Estate,  
2nd Main Road, Thattanchavady,  
Puducherry-605009.

**R.V. Ravikumar**  
Managing Director  
(DIN: 00336646)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND  
RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014:**

**ITEM NO. 4**

In accordance with the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Board of Directors (the "Board") of the Company at their meeting held on May 27, 2025, based on recommendation of the Audit Committee, approved the appointment of M/s. Naithani & Shetty Associates., Company Secretaries, Mumbai, (Peer Review certificate No:6548/2025) as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from the financial year 2025-26 till financial year 2029-30, subject to approval of the Members of the Company.

In addition to conducting the secretarial audit, as above, M/s. Naithani & Shetty Associates may issue certificate(s) and other permissible non-secretarial services as required or permitted under the applicable laws, from time to time. M/s. Naithani & Shetty Associates has given their consent to act as secretarial auditors and also confirmed that - Their appointment (if approved) would be within the prescribed limits specified by Institute of Company Secretaries of India ("ICSI"); They hold a valid peer review certificate issued by ICSI; and They are not disqualified from being appointed as Secretarial Auditors.

Owing to strong domain expertise, consistency, and a thorough understanding of the Company's governance and compliance framework, it will be beneficial for the company to appoint M/s. Naithani & Shetty Associates as secretarial auditors of the Company.

None of the Directors or Key Managerial Personnel (KMP) of the Company or relatives of Directors and KMP is concerned or interested, financially or otherwise, in this Resolution.



## **RAVI KUMAR DISTILLERIES LIMITED.**

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The Board of Directors recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

### **ITEM NO. 5**

Mr. R.V Ravikumar was re-appointed as Managing Director through Postal Ballot on 13th June, 2023 for a period of 3 years w.e.f. 01/04/2023 to 31/03/2026. As per the provisions of Sections 196, 197, 198 and 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014, Considering the skills, expertise and competencies possessed by Mr. R.V. Ravikumar (DIN: 00336646), it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is re- appointed as Managing Director for a further period of 3 years. Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its resolution dated 06th August, 2025 have re-appointed Mr. R.V. Ravikumar (DIN: 00336646) as Managing Director w.e.f. 01/04/2026 for a further period of 3 years subject to approval of members.

In the opinion of the Board, Mr. R.V. Ravikumar fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as Managing Director of the Company for a further period of 3 years w.e.f 01.04.2026 and not disqualified from being appointed as a director in terms of Section 164 of the Act.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 3 years commencing from 01/04/2026 till 31/03/2029
- (ii) Remuneration: Nil

Mr. R.V. Ravikumar is a founder of the Company and has a huge experience in manufacturing, selling and dealing in liquor which can significantly boost productivity, sales and thereby profitability of the company in the years to come. Hence, even though he is aged 70 years, still his reappointment is beneficial for the Company in the years to come.

The re-appointment is based on the above justification provided in accordance with Section 196 of the Companies Act, 2013 read with rules made thereunder.

The company seeks the approval of the shareholders by way of special resolution as per the provisions of sections 196, 197 and schedule V of the Companies act, 2013 read with the Companies Rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the re-appointment of Mr. R.V. Ravikumar as the Managing Director from 01/04/2026 till 31/03/2029.

None of the directors, key managerial personnel, manager or their relatives are interested or concerned in the above resolution except Mr. R.V. Ravikumar by virtue of his re-appointment.

Your Directors recommend the resolution set out at Item no. 5 to be passed as an special resolution by the members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Disclosure as required under Schedule V of Companies Act, 2013 are annexed to this Notice.

### **ITEM NO. 6**

Mr. Badrinath S Gandhi was re-appointed as Whole-time Director through Postal Ballot on 13th June, 2023 (on the last day of evoting) for a period of 3 years w.e.f 01/04/2023 to 31/03/2026. As per the provisions of Sections 196, 197, 198 and 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014, Considering the skills, expertise and competencies possessed by Mr. Badrinath S Gandhi (DIN: 01960087), it is felt that the Company would continue to be benefitted by his rich experience and expertise if he is re- appointed as Whole-time Director for a period of 3 years. Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its resolution dated 06th August, 2025 have re-appointed Mr. Badrinath S Gandhi (DIN: 01960087) as Whole-time Director w.e.f. 01/04/2026 for a further period of 3 years subject to approval of members.

In the opinion of the Board, Mr. Badrinath S Gandhi fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as Whole-time Director of the Company for a further period of 3 years w.e.f 01.04.2026 and not disqualified from being appointed as a director in terms of Section 164 of the Act.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 3 years commencing from 01/04/2026 till 31/03/2029.
- (ii) Remuneration: As provided in the resolution.

The Company seeks the approval of the shareholders by way of ordinary resolution as per the provisions of sections 196, 197 and schedule V of the Companies act, 2013 read with the Companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the re-appointment of Mr. Badrinath S. Gandhi as the Whole-time Director from 01/04/2026 till 31/03/2029 and the fixation of remuneration in case of no profit or inadequacy of profit.

No directors, key managerial personnel, manager or their relatives is interested or concerned in the above resolution except Mr. Badrinath S. Gandhi by virtue of his reappointment.

Your Directors recommend the resolution set out at Item no. 6 to be passed as an ordinary resolution by the members.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Disclosure as required under Schedule V of Companies Act, 2013 are annexed to this Notice.

Place: Puducherry  
Date : 06.08.2025

**Registered Office:**  
C-9,C-10, Industrial Estate,  
2nd Main Road, Thattanchavady,  
Puducherry-605009.

By order of the Board of Directors  
For Ravi Kumar Distilleries Limited

**R.V. Ravikumar**  
Managing Director  
(DIN: 00336646)