



25th
Annual Report
2017-2018

RAVI KUMAR
DISTILLERIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. R.V. Ravikumar	Managing Director
Mr. Badrinath S Gandhi	Executive Director
Mrs. S. Vijayalakshmi	Executive Director
Mr. K.S.M. Rao	Independent Director
Mr. Ashok R Shetty	Independent Director
Mr. Popatlal M. Kathariya	Independent Director

COMPLIANCE OFFICER

Mr. Badrinath S Gandhi

AUDITORS

M/s. Ramanand & Associates,
6/C, Gr. Floor, Ostwal Park Building,
No.4, Near Jesal Park Jain Temple,
Bhayandar (East),
District Thane – 401 105.

BANKERS

State Bank of India

REGISTERED OFFICE

S1 & S2, 2nd Floor, B-Block,
“Ameen Manors”,
No.138, Nungambakkam High Road,
Nungambakkam, Chennai – 600 034, India.
Tel. No. 91-044-2833 2087
Website: www.ravikumardistilleries.com
Email: cs@ravikumardistilleries.com

CORPORATE OFFICE

No.17, Kamaraj Salai,
Puducherry – 605 011, India.
Tel. No. 91 – 0413 – 2244007, 2248888
Website: www.ravikumardistilleries.com
Email: cs@ravikumardistilleries.com

REGISTRAR & SHARE TRANSFER AGENT

M/s. Karvy Computershare Pvt.Ltd.,
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032.
Phone: 91 40 67162222
Email: einward.ris@karvy.com

FACTORY:

R.S. No. 89/4-A, Katterikuppam Village,
Mannadipet Commune,
Puducherry – 605 502.
Tel.No. 91 – 0413 – 2674444, 2674888

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DIRECTORS' REPORT

To
The Members
Ravi Kumar Distilleries Limited.

Your Directors have pleasure in presenting the 25th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2018.

Financial Results:	(Rs. in lakhs)	
Particulars	2017-18	2016-17
Total Revenue	7246.50	6422.00
Profit / (Loss) before Prior period, Exceptional and Extra-Ordinary items	(-) 157.41	(-) 317.00
Prior Period items	--	--
Exceptional items	1321.04	-
Tax Expenses	(-) 1.00	(-) 3.52
Profit / (Loss) for the Year	(-) 156.41	(-) 323.68
Balance Carried Forward to Balance sheet	(-) 156.41	(-) 323.68

Performance of the Company during the year under review

Your Company is engaged in the business of manufacture and trade of Indian Made Foreign Liquor (IMFL) under own brand Capricorn, Jean Brothers, Black Berry, 2 Barrels, Green Magic, Chevalier, Once More as well as under tie-up arrangements with other Companies. IMFL comprises of Whisky, Brandy, Rum, Gin and Vodka. Your Company currently operates through own manufacturing unit located at R.S 89/4A, Katterikuppam Village, Mannadipet Commune, Pondicherry. The Unit is equipped with infrastructure facilities and technology, which encompasses all modern facilities for blending and bottling, can undertake manufacture of IMFL. The core competency of your Company is in house technical and formulation knowledge, skilled workforce and well equipped manufacturing facilities, which enable us to manufacture a wide range of IMFL products to diverse client requirements.

During the year, the total Income from operations was Rs. 7246.50 lakhs compared to Rs.6422 lakhs in the previous year recording a loss of (Rs.323.68 lakhs). The net loss was (Rs.156.41 lakhs) as against the loss (Rs. 323.68) lakhs in the previous year. Earning per share is (Rs. 0.65) against (Rs. 1.30) in the previous year on a weighted average basis as per Accounting Standard 20 issued by the Institute of Chartered Accountants of India.

However, the Company is taking possible steps to revive the business.

Future Outlook:

During current year, your Company will try to increase the sales.

Insurance:

All the properties of the Company including buildings, plant and machinery and stocks have been adequately insured.

Reasons for Loss during the year:

The Loss of the company to the tune of Rs. (-) 156.41 lacs attribute is to following main reasons for non growth of the company:

1. Change In Excise Law

The increase of Excise Duty implemented earlier and again in September 2017 has severely affected the sales this year also. However the company is working on other avenues and areas for increasing the sales.

2. Legal Cases Pertaining To The Company

The company's performance was also severely affected due to various issues and fraudulence committed by Mr. Anil Agrawal, Managing Director of M/s. Comfort Securities Limited, M/s. Comfort Intech Limited and his associates against the Company.

Your Company has filed complaints against Mr. Anil Agrawal, M/s. Comfort Securities Ltd., Merchant Bankers, M/s. Comfort Intech Ltd. and its other group companies with the following authorities.

1. A Civil Suit OS No. 103/2013 and I.A. No. 405/2013 before 2nd Additional District Judge, Ranga Reddy District, L.B. Nagar, Hyderabad with prayers:
 - a. To rescind the agreements as being void and restore the parties back to the position prior to the MOU dated 05.09.2012.
 - b. To declare the notice for EGM of M/s. Liquors India Limited dated 05.02.2013 as null and void and illegal. The court has passed an order restraining Mr. Anil Agrawal from holding the EGM till further orders in the case of M/s.Liquors India Ltd.,
 - c. I.A. No. 1453 of 2013 filed with IInd Additional District Judge, Ranga Reddy District, L.B. Nagar, Hyderabad praying not to alienate, encumber assets of M/s.Liquors India Ltd.
 - d. I.A. No. 1452 of 2013 filed with IInd Additional District Judge, Ranga Reddy District, L.B. Nagar, Hyderabad praying not to alter the Board.

The Court has passed interim order in IA No.1452 & 1453, not to alienate, encumber assets of LIL and not to alter the Board. Mr. Anil Agrawal filed appeal in High Court, Hyderabad and HC permitted to sub-lease with third parties and set aside the order of lower court regarding altering the composition of the Board of Directors of Liquors India Limited with observation that "any change of composition in Appellant Company effected during the pendency of the suit

shall be subject to the result of the same". Aggrieved by this order, your company filed SLP with the Supreme Court of India against the above order. The Supreme Court has permitted the sub-lease for the purpose mentioned in the Rules of A.P. Distilleries (manufacture of IMFL) Rules, 2006. However the Supreme Court has directed that the company shall not create any sub-lease for any other purpose, and neither LIL nor sub-leasees can claim any right on the basis of the lease created under the Rules. Further Supreme Court has directed the lower court to dispose of the suit by end of June 2016. The matter is pending before the court.

- e. I.A. No. 654 of 2016 in OS no. 103/2013 filed with IInd Additional District Judge, Ranga Reddy District, L.B.Nagar, Hyderabad praying to appoint Official Receiver conferring powers on the receiver for the management, protection, collection of profits and improvement of M/s.Liquors India Limited. The Court ordered to appoint administrator. However Mr.AnilAgrawal obtained stay order in the matter.
2. Writ Petition No. 12713 of 2014 with the Hon'ble High Court, Andhra Pradesh praying License of Liquors India Limited issued by the Excise Department should be cancelled and sub-lease agreement also be cancelled. High Court directed that all transactions including financial transactions between Mr. Anil Agrawal and Tilaknagar Industries Limited shall be booked and recorded faithfully pending further consideration of this W.P.M.P. No. 15944 of 2014 in W.P. No. 12713 of 2014. Mr. Anil Agrawal and Tilaknagar Industries Limited shall not create any charge or third party interest relating to the assets of Liquors India Limited.
3. Your company filed a Complaint with the Commissioner of Police, Hyderabad against the fraud and cheating committed by Mr. Anil Agrawal. The Police registered the FIR No.248/2013 dated 23.08.2013 against Mr. Anil Agrawal and others under Section 406-IPC, 420-IPC, 447-IPC, 385-IPC, 386-IPC, 467-IPC, 468-IPC, 469-IPC, 471-IPC, 120B-IPC, 34-IPC. Mr. Anil Agrawal filed C.P. No. 11292 of 2013 in the High Court of Hyderabad against FIR No. 248/2013 dated 23.08.2013 and High Court passed order to complete the investigation without arresting Mr. Anil Agrawal and others. The complaint has been transferred to EOW, CID, Hyderabad for further investigation, and the investigation is in progress. The High Court of Mumbai dismissed the writ petitions filed by Mr.AnilAgrawal, his companies and associate companies against the Demat and Bank account freeze order of EOW, CID, Hyderabad. Mr.AnilAgrawal again filed writ petitions in High Court, Hyderabad against the Demat and Bank Account freeze order in Ranga Reddy District Court and High Court. The matters are pending.
4. Your company filed a Complaint with EOW, Mumbai for cheating and money laundering and to recover company's money of Rs. 33.73 crores. EOW registered FIR No.34/14 dated 21.01.2014 under section 409, 420, 465, 467, 468, 471, 474, 120(B). Mr. AnilAgrawal filed W.P. No. 2059 of 2014 in High Court of Mumbai and the Court directed that the FIR registered by EOW is not maintainable since Nacharam Police Station has registered the FIR first.
5. Aggrieved by delay in investigation by the Hyderabad Police and order by the High Court, Mumbai, Your company filed two SLPs with the Supreme Court of India against High Court of Mumbai order and delay in investigation by Hyderabad Police. The Supreme Court has directed the Investigating Authorities to take such steps as may be advised to them in accordance with the provisions of Law.
6. Your company has filed a Complaint with SEBI, Mumbai against BRLM M/s. Comfort Securities Ltd., (DP) promoted by Mr. Anil Agrawal for violations of SEBI Regulations and others.
7. Your company filed a Recovery suits No. SL/1135, 1136, 1137 and 1138 of 2013 and SL/1259 , 141 of 2014 filed against M/s. Ranisati Dealer Pvt.Ltd., M/s. Vibhuti Multi Trade Pvt.Ltd., M/s. GulistanVnijyaPvt.Ltd., M/s. Sukusama Trading and Investments Pvt.Ltd., M/s. Comfort Intech Limited and M/s. Gaungour Suppliers Pvt.Ltd.. in the High Court of Bombay. Matter pending before the court.
8. Your company filed a Complaint with Enforcement Directorate, Mumbai to investigate the frauds committed by Mr. Anil Agrawal and his companies. Enforcement Directorate has initiated enquiries against Mr. Anil Agrawal, his companies and others under the provisions of prevention of Money Laundering Act 2002 on the basis of the FIR No. 34/14 dated 21.01.2014.
9. Your company filed a Complaint with RBI and Ministry of Finance to appoint officer to investigate the affair of CIL and cancel the License to act as NBFC for violating the guidelines. RBI has cancelled the NBFC Licence of Comfort Intech Limited based on forgery and misrepresentation by CIL in some other different matter for forging and fabricating RBI documents.
10. Your company filed a Petition Under section 111A r/w 111(4) of the Companies Act filed before the Company Law Board, Chennai in the matter of Liquor India Limited, Mr. Anil Agrawal and others. CLB is dissolved and the matter transferred to NCLT, Hyderabad and is pending. Your company also filed Amendment Petition including the shares which were under pledge with Tilak Nagar Industries. Mr.AnilAgrawal has filed appeal in National Company Law Appellant Tribunal, New Delhi against Amendment Petition. Matter pending before NCLAT.



3. Mr. Anil Agrawal has filed complaints against the company with the following authorities:

- (I). The Company Law Board, Chennai under section 397, 398, 235(2) and 237(b) of the Companies Act, 1956. The Company has filed counter. CLB is dissolved. Matter transferred to NCLT and is in argument stage.
- (II). Mr. Anil Agrawal filed a Counter Complaint with Hyderabad Police against Mr. R.V. Ravikumar. The Hyderabad Police have not considered the complaint since there was no substance. Aggrieved, Mr. Anil Agrawal filed W.P. No. 7956 of 2014 filed with Hon'ble High Court, Andhra Pradesh to register the complaint filed by him against Mr. R.V. Ravikumar with Hyderabad Police. The Police have submitted their report to the High Court, Hyderabad stating that there is no substance in the Complaint. The matter is pending before the court.
- (III). Mr. Anil Agrawal filed a Counter Complaint with Malad Police Station, Mumbai against the company and its Directors. Enquiry is being conducted by the Malad Police.
- (IV). M/s. First Financial Services Limited, Chennai filed O.S. No. 6602 of 2013 alleging mis-management of the company. The court has rejected the suit.
- (V). M/s. Tilaknagar Industries Limited – accused A7, A8 and A9 in the Hyderabad Police FIR, filed W.P. No. 4945 of 2014 with the Hon'ble High Court, Andhra Pradesh to stay all further proceedings of the FIR. The W.P. is pending for admission..

Dividend:

Considering the financial situation, the Board of Directors does not recommend any Dividend for the year 2017-2018.

Fixed deposits:

During the year under review, the Company has not accepted any fixed deposits and there are no fixed deposits, which are pending repayment as on 31.03.2018

Subsidiary Companies:

Your Company does not have any subsidiary company during the year under review.

Directors:

Mrs. S. Vijayalakshmi, Executive Director retires by rotation at this AGM being eligible, offer herself for re-appointment. Pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with the Stock Exchanges, brief resume of Mrs. S. Vijayalakshmi have been provided in the notice convening the Annual General Meeting.

Board Meeting

Four meetings of the Board of Directors were held during the

year. For further details, please refer report on Corporate Governance of this Annual Report.

Policy of Directors' Appointment and Remuneration

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the board. As of 31st March, 2018, the board had 6 members three of whom were executive or whole time and managing director and three were independent director.

The policy of Company on director's appointment and remuneration, including, the criteria for determining qualification, positive attributes and other matters as required under sub-section 3 of section 178 of the Companies Act, 2013 is available on Company's website.

There has been no change in the policy. We affirm that remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

Statement on declaration given by Independent Directors

Declaration by Independent Director

The Independent directors have submitted the declaration of independence, as required pursuant to Section 149 (7) of the Companies Act, 2013 confirming that they meet the criteria of independence provided in section 149 (6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors and a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

The details of programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

Board Evaluation

The Company has devised a policy for performance evaluation of the Board, Committee and other individual directors (including independent Director) which include criteria for performance evaluation of Executive and Non-Executive Directors. The Evaluation process inter alia considers the attendance of Directors at Board and committees meeting, effective participation, domain knowledge, compliance with code of conduct, vision and strategy.

The Board carried out annual performance evaluation of the Board, Committees, Individual Directors and the Chairperson. The Chairman of the respective Committees

shared the report on evaluation with the respective committee members. The performance of each committee was evaluated by the Board, based on the report on evaluation received from the respective committee.

The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

Appointment/ Cessation of KMP

During the year under review, no person were appointed/ceased as Key Managerial Personnel (KMP) of the Company:

Directors' Responsibility statement:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) state that—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

Nomination & remuneration Committee

The Board constituted a Nomination and Remuneration Committee comprising of Mr. Ashok R Shetty, Mr. Popatlal M Kathariya and Mr. K.S.M. Rao. Refer Corporate Governance report for details.

Corporate Governance:

The Company has complied with the requirements of the Code of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance and Management Discussion and Analysis Report is attached to this Directors' Report.

A Certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated by SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 is attached to this Directors' Report.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORTS

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance and Management Discussion and Analysis Report, which form an integral part of this Report together with the Certificate from Auditors of the Company regarding compliances with the requirements of Corporate Governance as stipulated in aforementioned Regulations.

Auditors:

The statutory auditors of the Company M/s. Ramanand & Associates, Mumbai retire at the conclusion of the ensuing Annual General Meeting. The retiring auditors have furnished a certificate under Sec. 141 of the Companies Act, 2013 confirming their eligibility for reappointment. The Auditor Report for the financial year ended March 31, 2018 is annexed herewith and is part of the Annual Report.

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Qualifications, reservations or adverse remarks in the Auditors' report:

1. Your attention is invited to Note No. 5 'Advances to Suppliers' of Rs. 2,900.25 Lacs; which have been classified as 'Other Non-Current Assets'; though the company has filed various cases against the parties and initiated action for recovery, we are unable to comment on reliability/ recoverability of these debts and advances given and no provision for Expected Credit Loss as per Indian Accounting Standards (IND AS) for doubtful recovery of such advances is considered necessary by the company.
2. Your attention is invited to Note No. 4 Regarding 'Investment in Liquor India Limited' and 'Advance received from 'Lemonade Shares & Securities Private Limited' which is considered as disputed and no adjustment for sale thereof have been incorporated in the financial statements by the Company. The sale agreement entered into with 'Lemonade Shares & Securities Private Limited' for sale of entire undertaking has been challenged and civil suit has been filed before IInd Additional District Judge, Ranga Reddy District, L B Nagar, Hyderabad, with prayers inter-alia to rescind the agreement as being void and restore the parties back to the position prior to MOU Dated 05-09-2012. The Company



has also filed Company Petition in CLB now NCLT, Hyderabad, SLP in Supreme Court of India apart from registering various complaints with Police, SEBI, Enforcement Directorate. Management does not anticipate any liability on this account and accordingly the company has not provided for diminution in value of Investments and not made provision for Expected Credit Loss in respect of Loan to 'Liquor India Limited' during the Financial Year 2017-18. As the matter is sub-judice we are unable to comment whether any adjustments are needed for the recoverability of investments thereof. Accordingly, impact on loss for the year and investments thereof if any, is unascertainable.

3. Your attention is invited to Note No. 4 A In the absence of relevant information regarding fair value of investments in respect of investment in shares of 'S.V. Distilleries Private Limited' of Rs. 247.79 Lacs as on 31st March 2018; we are unable to comment on whether any provision for diminution in value of investments thereof is necessary.
4. Note No.7 Regarding Confirmations not obtained as of March 31, 2018 in respect of certain financial assets such as Sundry Debtors, Sundry Creditors, Tie Up Parties etc. and allowance for expected credit not recognized on these financial assets even though indications of increase in credit risks were observed. Consequential impact on financial results is not ascertained by the Company.
5. The Company has not complied with the provisions of IND-AS-19 regarding employee benefits.

Directors' comments on qualifications, reservations or adverse remarks of the Auditors:

1. The company has taken legal action and has also filed complaints against the parties and the Merchant Bank Mr. Anil Agrawal. The matter is sub-judice. Further investigations are under progress. The company confident of recovering these amounts.
2. The matter is self-explanatory. Apart from the civil suit, the company has also filed Company Petition in NCLT and complaints with Police Authorities. The Supreme Court has directed the Investigating Agencies to take all actions according to law and the investigations are in progress. The Legal proceedings are under-way. Company is confident of succeeding in the matter.
3. The finalization of Books of accounts of M/s.S.V. Distilleries Private Limited is in progress and the company shall submit the details and Books of Accounts at the earliest.
4. The Company has obtained confirmation of balance from most of the parties. Confirmation is yet to be received from certain parties. The Letter for confirmation to all concerned parties includes specific condition to confirm the balance within the stipulated time, failing which the balance will be treated as confirmed.

5. The Company will comply with the provisions of IND-AS-19 at the earliest. Further, the Company has taken adequate steps to meet the Gratuity Liability as and when it accrues.
6. The Company has taken adequate steps to appoint the Company Secretary in due course.

Extract of Annual Return

An Extract of Annual Return of the Company Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 is given in Annexure "A"

Secretarial Auditor:

Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014 the Board appointed Mr. Roy Jacob, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2017-2018. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith: Annexure "B"

Employee Relations:

The relations between the employees and management continued to be cordial during the year.

Particulars of Employees and related disclosures:

No employee of the company is drawing remuneration in excess of the limits set out in terms of the provisions of Section 197 (12) of the Act read with Rules 5(2) and 5(3) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Particulars as required under section 134(3) (m) of the companies act, 2013 read with the companies (Accounts) Rules, 2014:

1. Conservation of Energy, Technology Absorption:

The particulars regarding the disclosure of the conservation of energy, technology absorption, as required under section 134(3) (m) of the companies act, 2013 read with the companies (Accounts) Rules, 2014 are given below.

a) Energy Conservation Measures Taken:

The Company continues to accord high priority to conserve the energy. Details of some of the measures undertaken to optimize energy conservation are.

- i. Installation of circuit breakers, safely and easily operative and accessible are provided in each machinery / equipment resulting in reduction of idle run.
- ii. Trip system in bottling lines easily and safely operative, in case of lag / fault in any equipment / machinery across the line.

	iii.	Recycling of wash water resulting in conservation of water and energy.	
	iv.	Gravity Liquor flow system in all process areas resulting in lesser consumption of energy.	
	v.	Installation of "Turbo Vent" for Natural ventilation system in roofs of all buildings.	
	vi.	Installation of Transparent Poly Coat Sheets in the roof resulting in availability of natural light.	
	b)	Statement of total energy consumption and energy consumption per unit are given as under:	
Sl. No.	Power and Fuel Consumption	2017-2018	2016-2017
1.	Power including lighting		
	Units Consumed	1,27,123	1,20,515
	Rate per Unit (in Rs.)	5.10	5.10
	Amount paid (in Rs.)	6,48,327.00	6,14,628.00
2.	Own generation by Diesel Generator		
	Diesel utilized Litres	2224	1,803
	Unit per Litre of diesel oil generated	4.45	3.45
2.	Foreign Exchange Inflow & Outgo:		
a)	Activities relating to Exports, Initiatives taken to increase Exports, Developments of new Export Market for products and Services and Export Plans:		
	The Company has not undertaken any export activities. The company is looking out for Export Opportunities.		
b)	Total Foreign Exchange used and earned:		
	Used :	Nil	
	Earned :	Nil	

Risk Management

During last year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, market, liquidity, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. A Risk Management Policy was reviewed and approved by the Committee.

The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organizational structures, processes, standards, code of conduct and behaviors together form the Risk Management System (RMS) that governs how the company conducts the business of the Company and manages associated risks.

The Company has introduced several improvements to Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities.

Particulars of loans, guarantees or investments under section 186:

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement.

Related Party Transaction under sub-section (1) of section 188:

Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is provided in the company's web site. Your Directors draw attention of the members to Note to the financial statement which sets out related party disclosures.

The Company and Directors have received Adjudication Notice under Section 15 A(a), 15HA, and 15HB and Show Cause Notice under section 11(1), 11(4) and 11B from SEBI. The Company and your Directors have replied to SEBI and the Orders are awaited.

Secretarial Auditor

As required under section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Roy & Jacob & Co., Mumbai, Company Secretaries, as Secretarial Auditor of the Company in relation to the financial year 2018-19. The Company has received their consent for such appointment.

Sexual Harassment

Your Company has constituted an Internal Complaint Committee as required under Section 4 of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no incidences of sexual harassment reported during the year under review.

Particulars of Employees

In terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement showing the name of the employees drawing remuneration in excess of the limit specified in the Rules are



RAVI KUMAR DISTILLERIES LIMITED.

not applicable on the Company as during the period, no employee of the Company was drawing salary in excess of the limits prescribed therein.

for the co-operation, active involvement and dedication of the employees.

BONUS SHARES/SHARES WITH DIFFERENTIAL VOTING RIGHT/STOCK OPTION

The Company has neither issued any Bonus Share or Shares with differential voting rights nor granted any stock options/sweat equity shares.

Acknowledgments:

The Management is grateful to the Regulatory Authorities, Share holders, Company's Bankers, Financial Institutions, Insurance Companies, Investors, Clients, Business Associates for their continued support and co-operation.

The Directors also wish to place on record their appreciation

Place: Mumbai
Date : 08.08.2018

For and on behalf of the Board of Directors

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

R.V. Ravikumar
Managing Director
DIN: 00336646

Form No. MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31st March 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies Management and Administration) Rules, 2014]

I. I. REGISTRATION AND OTHER DETAILS:

CIN	L51909TN1993PLC025981
Registration Date	11.10.1993
Name of the Company	RAVI KUMAR DISTILLERIES LIMITED
Category/Sub Category of the Company	Alcoholic Liquors
Address of the Registered Office and Contact Details	Ameen Manors", S1 & S2, Second Floor, 'B' Block, #138, Nungambakkam High Road, Nungambakkam, Chennai-600034, Tamil Nadu. Ph : 91-44-2833 2087
Whether Listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	M/s. Karvy Computershare Pvt Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 32 Phone: 91-40-6716 2222, Email: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company.

Name and Description of main Services	NIC Code of the Product/Service	% to Total Turnover
Indian Made Foreign Liquors	2200	99.96

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I) Promoters									
(1) Indian									
(a) Individual/HUF	5657044	-	5657044	23.57	5662345	-	5662345	23.59	0.02
(b) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1)	5657044	-	5657044	23.57	5662345	-	5662345	23.59	0.02
(2) Foreign	-	-	-	-	-	-	-	-	-
(II) Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
(2) Non- Institutions Bodies Corporate									
2(a) Indian	11525947	-	11525947	48.02	11322877	-	11322877	47.18	(0.84)
2(b) individuals									
b(i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	4629654	277	4629931	19.29	4381099	28552	4409651	18.37	(0.92)
b(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1983440	-	1983440	8.26	2443200	-	2443200	10.18	1.92
b(iii) NBFCs Registered with RBI	4750	-	4750	0.02	1000	-	1000	0.00	(0.02)
2(c) Any Other (specify)									
Clearing Members	38867	-	38867	0.16	9252	-	9252	0.04	(0.12)
Non Resident Indians	154321	-	154321	0.64	144607	-	144607	0.60	(0.04)
NRI Non Repatriable	5700	-	5700	0.02	7068	-	7068	0.03	0.01
Total Public Shareholding (B)=(B)(1)+ (B)(2)+(c)	18342679	277	18342956	76.45	18309103	28552	18337655	76.41	(0.04)
III Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (I+II+III)	23999723	277	24000000	100	23971448	28552	24000000	100	-

(ii) Shareholding of Promoters:

Sl. No.	Share Holders Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	R.V Ravikumar	5503675	22.93	-	5508976	22.95	-	0.02
2	R Amrithavalli	150497	0.63	0.61	150497	0.63	0.61	-
3	Siva Sankar V	2872	0.01	-	2872	0.01	-	-
	Total	5657044	23.57	0.61	5662345	23.59	0.61	