



26th  
Annual Report  
2018-2019

RAVI KUMAR  
DISTILLERIES LIMITED



## Contents

Corporate Information .....	3
Notice to Shareholders.....	4
Directors' Report .....	10
Report on Management Discussion and Analysis.....	24
Corporate Governance Report .....	25
Auditors' Certificate & Declaration .....	34
Independent Auditors' Report .....	35
Balance Sheet .....	41
Profit & Loss Account .....	42
Cash Flow Statement .....	44
Schedules to Accounts .....	45

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. R.V. Ravikumar	Managing Director
Mr. Badrinath S Gandhi	Executive Director
Mrs. S. Vijayalakshmi (upto 7th Feb, 2019)	Executive Director
Mr. K.S.M. Rao	Independent Director
Mr. Ashok R Shetty	Independent Director
Mr. Popatlal M. Kathariya	Independent Director
Ms N Jeyanthei (since 29th Dec, 2018)	Independent Director

### CFO

Ms L Bhuvaneswari (since 29th May, 2018)

### CS & COMPLIANCE OFFICER

CS V Rajkumar (since 14th Nov, 2018)

### 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

Bank of Baroda

### REGISTERED OFFICE

S1 & S2, 2nd Floor, B-Block,  
“Ameen Manors”,  
No.138, Nungambakkam High Road,  
Nungambakkam, Chennai – 600 034, India.  
Tel. No. 91 –44 – 28332087  
Website: [www.ravikumardistilleries.com](http://www.ravikumardistilleries.com)  
Email: [cs@ravikumardistilleries.com](mailto:cs@ravikumardistilleries.com)  
CIN: L51909TN1993PLC025981

### CORPORATE OFFICE

No.17, Kamaraj Salai, Puducherry – 605 011, India.  
Tel. No. 91 – 0413 – 2244007, 2248888 & 2248887  
Website: [www.ravikumardistilleries.com](http://www.ravikumardistilleries.com)  
Email: [cs@ravikumardistilleries.com](mailto: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](mailto:einward.ris@karvy.com)

### FACTORY:

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



# 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.  
Tel No: 044-28332087 E-mail : cs@ravikumardistilleries.com  
Website : www.ravikumardistilleries.com

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth 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 Tuesday, 24th September 2019 at 2 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the company for the financial year end 31st March, 2019, the reports of Board of Directors and Auditors thereon.

### SPECIAL BUSINESS

2. Re-appointment of Mr Popatlal M Katharia (DIN 00281395) as Independent Director of the Company

To consider re-appoint of Mr Popatlal M Katharia, as an Independent Director and in this regard, pass the following resolution as a Special Resolution, with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 with its sub-sections, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Popatlal M Katharia (DIN: 00281395), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company, with effect from the conclusion of this AGM.”

3. Re-appointment of Mr KSM Rao (DIN 02096588) as Independent Director of the Company

To consider re-appoint of Mr KSM Rao, as an Independent Director and in this regard, pass the following resolution as a Special Resolution, with or without modifications:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 with its sub-sections, read with Schedule IV and other applicable provisions, if any, of the Companies

Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr KSM Rao (DIN: 02096588), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from the conclusion of this AGM.”

4. Appointment of Ms Jeyanthei N (DIN: 07143462) as an Independent Director of the Company

To consider to appoint of Ms Jeyanthei N, as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution, with or without modifications:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms Jeyanthei N (DIN: 07146432) who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director to hold office for an initial term of 5 consecutive years with effect from the conclusion of this AGM.”

5. Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a “Special Resolution”.

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested), together with the loans and guarantees already provided, upto an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

6. Approval of the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act 2013

To consider and if thought fit, to pass with or without modification(s), the following resolutions Item No. 1: Special Resolution for approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs 100 crores only (Rs Hundred crores only) outstanding at any time notwithstanding that such investments, outstanding

loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

7. To approve the Related Party Transactions u/s 188 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION: “

“RESOLVED THAT pursuant to Section 188 and other applicable provisions if any, of the Companies Act, 2013, in terms of the Rule 15 of the Companies (Meetings of Board and its Powers) Rule 2014 and also Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or reenactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board for entering into any contracts and / or arrangements with the Related Parties including the Parties set out in Note 34 of the Notes to Financials for FY 2019, for an amount not exceeding the limits of Rs 120 crores (Rupees Hundred and Twenty crores only)

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may



arise with regard to such payment and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

8. Approve the borrowing powers to the Board u/s 180(1)(a), 180(1)(c) and other applicable provisions of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 180(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of

Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs 60 crores (Rupees Sixty crores only), [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 17.09.2019 to 24.09.2019 (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 26th Annual General Meeting of the Company dated 09.08.2019 (the AGM Notice). The Company has appointed Mr. Roy Jacob, 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 16.09.2019 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 in the Cover Letter. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the cover letter / via email forwarded through the electronic notice
Captcha	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 our toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Members can cast their vote online from 21.09.2019 @ 9.00 A.M. to 23.09.2019 @ 5.00 P.M.
- 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 royjacobandco@gmail.com. The file scanned image of the Board Resolution should be in the naming format "Ravi Kumar Distilleries Limited Event no. \_\_\_\_".



**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. 2 & 3**

Mr Popatlal M Katharia (DIN 00281395) and Mr KSM Rao (DIN 02096588) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of this Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of them as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of them would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

None of the other Directors of the Company are interested in the proposed resolution except to the extent of shares held in the Company, if any.

**ITEM NO.4**

Ms Jeyanthei N (DIN 07146432) has been appointed as an additional director (Independent & non-executive) of the Company on 29th December, 2018.

The company has received declarations from her confirming that she meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors taking into account the recommendations received from the Nominations and Remuneration Committee, appointed Ms Jeyanthei N as Additional Director of the Company subject to the approval of the shareholders of the Company.

She has been consented to and declared as qualified for the appointment as Independent Director, if approved.

In the opinion of the Board she fulfils the conditions specified in the Companies Act, 2013 and is independent of the management. Accordingly the Board recommends the passing of the resolution set out in Item No. 4 as an Ordinary Resolution.

None of the other Directors of the Company are interested in the proposed resolution except to the extent of shares held in the Company, if any.

**ANNEXURE TO NOTICE**

**DETAILS OF DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT IN ANNUAL GENERAL MEETING FIXED ON 24th SEPTEMBER, 2019.**

Name of Director	Mr. Popatlal M Katharia	Mr. KSM Rao	Ms. Jeyanthei N
Date of Birth	21.06.1953	01.08.1947	08.07.1958
Educational Qualification	Chartered Accountant	B.Com., LLB	FCS, M.Com. PGDBA, (CMA)
Expertise in specific functional areas	Accounting and Taxation	Legal, Finance, Administration and Banking	Compliance, Corporate Legal, Accounting, Finance and Administration
Directorship in other Indian Public Listed Companies as on 31.03.2019	Makers Laboratories Ltd	Nil	KMC Speciality Hospitals (India) Ltd
Chairman/Member of the Committees of the Board of other Indian Public Limited Companies as on 31.03.2019	Chairman of Audit Committee & Member of Nomination and Remuneration Committee of Makers Laboratories Ltd	Nil	Nil
No. of Shares held in the Company	NIL	NIL	NIL
Disclosure in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	None of the Directors & KMP or their relatives are related	None of the Directors & KMP or their relatives are related	None of the Directors & KMP or their relatives are related



## ITEM NO. 5 &amp; 6

The company has passed a Special Resolution u/s 372A of the Companies Act, 1956 in the AGM held in 2011, for an amount of Rs 200 crores, contemplating expansion of business, then.

Currently considering the financial constraints faced by the Company due to its various legal issues, no additional activities attracting these sections could be scheduled or planned.

The above resolutions are only the renewal of the resolutions under the Companies Act, 2013 (Reference to Section 465 (2) of Companies Act, 2013 and Note no.34 of the Note on Financials).

The shareholders are requested to note that the total amount of both the resolutions are only Rs 150 crores, which is lesser than the old resolution.

None of the Directors of the Company are interested in the proposed resolution except to the extent of shares held in the Company, if any.

Place: Mumbai  
Date : 09.08.2019

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

## ITEM NO. 7

The list of existing Related Parties are set out in Note 34, of the Notes to Financials for FY 2019.

All transactions are at arms length and in ordinary course of Business or in contemplation of expansion of business.

None of the Directors of the Company are interested in the proposed resolution except to the extent of shares held in the Company, if any.

## ITEM NO. 8

Earlier the company has passed a special resolution u/s 293(1)(d) of the Companies Act, 1956 in the AGM 2011, for an amount of Rs 400 crores.

The above resolutions are only the renewal of the resolutions under the Companies Act, 2013 (Reference to Section 465 (2) of Companies Act, 2013).

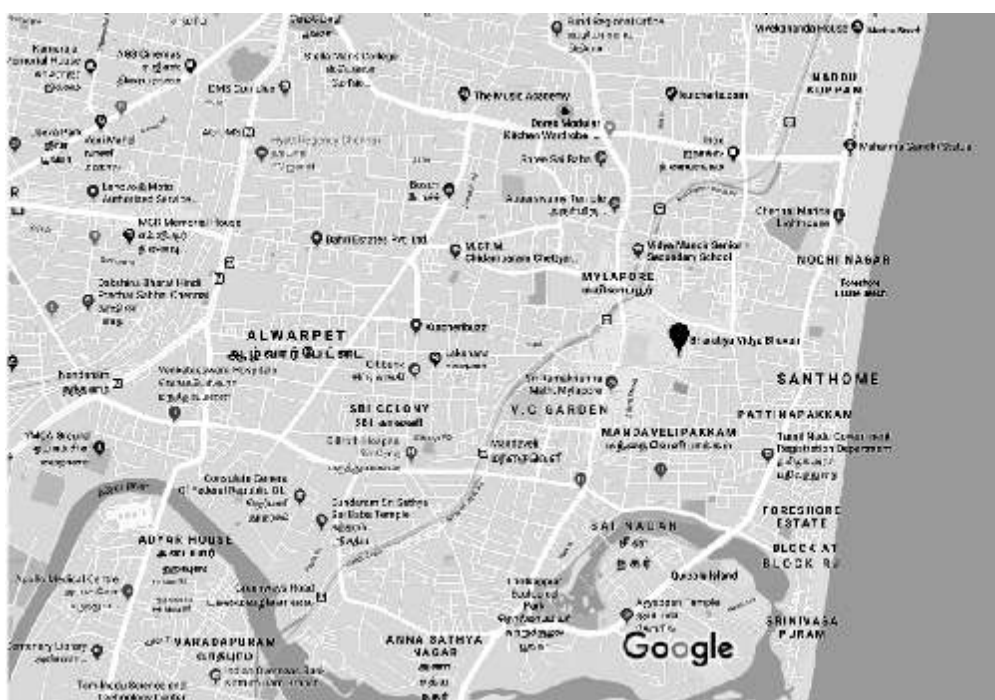
The shareholders are requested to note that the amount of the resolution is only Rs 60 crores, which is far lesser than the old resolution.

None of the Directors of the Company are interested in the proposed resolution except to the extent of shares held in the Company, if any.

By order of the Board of Directors

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

## ROUTE MAP TO THE VENUE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING



**DIRECTORS' REPORT**

To  
The Members  
Ravi Kumar Distilleries Limited.

Your Directors have pleasure in presenting the 26th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2019.

1. Financial Results:	(Rs. in lakhs)	
Particulars	2018-19	2017-18
Total Revenue (Net of Excise Duty)	8359.23	7246.50
Profit / (Loss) before Prior period, Exceptional and Extra-Ordinary items	393.18	(-) 157.41
Prior Period items	--	--
Exceptional items	493.66	1321.04
Tax Expenses	19.96	(-) 1.00
Profit / (Loss) for the Year	373.21	(-) 156.41
Balance Carried Forward to Balance sheet	216.80	(-) 156.41

2. 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. 8359 lakhs compared to Rs.7247 lakhs in the previous year recording a loss of (Rs. 100.48 lakhs), as against the net net loss of Rs. 156.41 lacs in the previous year. However during the year, the Company has made a One Time Settlement with M/s Sundaram Finance Ltd and settled their total dues of Rs 993.66 lacs, at an amount of Rs 500 lacs, thus resulting in a profit of Rs 493.66 lacs, which ultimately resulted in a net profits of Rs 373.21 lacs after taxes. Earning per share is Rs 1.58 against Rs.(0.65) in the previous year on a weighted average basis as per Accounting Standard 20 issued by the Institute of Chartered Accountants of India.

The major reasons attributable for the loss, are the legal actions taken by/against the company, due to various issues and fraudulences committed by Mr. Anil Agrawal, Managing Director of M/s. Comfort Securities Limited, M/s. Comfort Intech Limited and his associates against the Company, consuming considerable executive hours and funds of the company which otherwise could be utilized for the organic/inorganic growth of the Company. However your management is not leaving any possible stone unturned to maintain stability and improve the performance in favour of the stakeholders.

3. Future Outlook

During the current financial year, your Company is making all possible efforts to improve the performance.

4. Insurance

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

5. Legal Cases Pertaining to the Company

The following table is self explanatory in presenting the legal status of the cases by/against, the Company.

Sl.no	Particulars	Status as on 31.03.2018	Status as on 31.03.2019
1.	SEBI - Investigation - RKDL's IPO funds swindling by Mr.Anil Agrawal	Under investigation.	SEBI has concluded the investigation and vide order no: WTM/GM/EFD/99/2018-19 dated 12.03.2019 has directed Mr.Anil Agrawal and his associates to return Rs.33.83 cr to the Company with 12% p.a interest w.e.f 01.04.2011.