



# RAVIKUMAR DISTILLERIES LIMITED

H.O.: No.17, Kamaraj Salai, Puducherry - 605 011. India. Phone/Fax : 0413-2343278, 2346386, 2331032.  
website : www.ravikumardistilleries.com ISO 9001 : 2008

PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY THE 27<sup>TH</sup> DAY OF SEPTEMBER 2013 AT 2.30 p.m. AT BHARATHIYA VIDYA BHAVAN, 8/12, EAST MADA STREET, MYLAPORE, CHENNAI 600004

Name of the Company	:	Ravi Kumar Distilleries Limited
Date of AGM	:	27 <sup>th</sup> September 2013
Total Number of shareholders as on record date	:	8315
Number of shareholders present in the meeting either in person or through proxy		Member – 255 Proxy – 4
Promoters and Promoter Group	:	Promoter – 1 Promoter Group - 1
Public	:	257 (in person - 253 – Proxy – 4)
No. of shareholders attended the meeting through video conferencing	:	No Video conferencing was established for AGM

## DIRECTORS PRESENT:

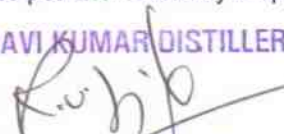
1. Mr. R.V. Ravikumar – Managing Director
2. Mr. Badrinath S Gandhi – Executive Director
3. Mr. K.S.M. Rao - Director
4. Mr. Papatlal M Kathariya - Director
5. Mrs. S. Vijayalakshmi – Whole-time Director

## In attendance

Statutory Auditor - Mr G. Ramanand Gupta, Partner M/s. Ramanand & Associates

Mr. R V Ravikumar, was unanimously elected as the Chairman and he occupied the Chair. He then announced that as the required quorum being present, the meeting was in order. He also announced that the registers as per the statutory requirements were kept open for inspection by the members.

For RAVI KUMAR DISTILLERIES LTD,

  
Managing Director



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With the permission of the Members, the notice calling the meeting and the Auditor's report was taken as read. Then the business of the meeting was taken up one by one for Members approval.

The first item in the agenda was taken up for consideration.

## ORDINARY BUSINESS:

### ITEM NO.1: ADOPTION OF ACCOUNTS

"RESOLVED THAT Balance Sheet as on 31st March 2013, the Profit and Loss Account for the year ended as on that date together with the report of the Directors and Auditor thereon as placed before this meeting be and is hereby approved and adopted."

PROPOSED BY: Mr. R. Lakshminarayanan

SECONDED BY: Mr. M.K. Vaithisubramanian

He then invited questions and comments on the working of the company.

As no questions were raised, the Chairman then proceeded with the meeting.

CARRIED UNANIMOUSLY AS AN ORDINARY RESOLUTION

### ITEM NO.2: RE-APPOINTMENT OF MR. ASHOK R SHETTY

"RESOLVED THAT Mr. Ashok R Shetty, Director retiring by rotation and who is eligible for re-appointment be and is hereby re-appointed as the Director of the Company."

PROPOSED BY: Mr. M. Karunanithi

SECONDED BY: Mr. Viswanathan

CARRIED UNANIMOUSLY AS AN ORDINARY RESOLUTION

For RAVI KUMAR DISTILLERIES LTD,

  
Managing Director



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## ITEM NO.3: RE-APPOINTMENT OF MR. K S M RAO

"RESOLVED THAT Mr. K S M Rao, Director retiring by rotation and who is eligible for re-appointment be and is hereby re-appointed as the Director of the Company."

PROPOSED BY: Mr. M. Lakshmanan

SECONDED BY: Mr. P. Pushparaj

CARRIED UNANIMOUSLY AS AN ORDINARY RESOLUTION

## ITEM NO. 4: APPOINTMENT OF AUDITORS

"RESOLVED THAT the retiring Auditors M/s. Ramanand & Associates, Chartered Accountants, Mumbai be and are hereby re-appointed as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board."

PROPOSED BY: Mr. S. Boobalan

SECONDED BY: Mr. P. Saravanan

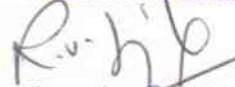
CARRIED UNANIMOUSLY AS AN ORDINARY RESOLUTION

## ITEM NO. 5: SPECIAL BUSINESS

### REVISION OF PAYMENT OF REMUNERATION TO MRS. S. VIJAYALAKSHMI AS WHOLETIME DIRECTOR OF THE COMPANY:

RESOLVED THAT, pursuant to the provisions of sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the Articles of Association of the Company and subject to such approvals and sanctions as may be necessary, Mrs S Vijayalakshmi be and is hereby reappointed as the Wholetime Director of the Company for a period of Five years with effect from 1<sup>st</sup> October 2013.

For RAVI KUMAR DISTILLERIES LTD,

  
Managing Director



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RESOLVED FURTHER THAT, subject to necessary approvals and the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and computed in the manner prescribed in Sections 349 and 350 of the Companies Act, 1956, Mrs S Vijayalakshmi, Wholetime Director be paid the following remuneration during the period of her reappointment:

**a. Salary**

Not exceeding Rs. 40,000/- per month , as may be decided by the Remuneration Committee and the Board of Directors and as agreed to by Mrs S Vijayalakshmi.

**b. Allowances/Perquisites/Incentive**

In addition to the salary, Mrs S Vijayalakshmi Whole time Director will be paid allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance and/or any other allowance as determined by the Remuneration Committee, perquisites such as furnished / unfurnished accommodation to be provided by the Company or House Rent Allowance in lieu thereof, Personal Accident Insurance, reimbursement of medical expenses incurred for self and family, Club Fees, provision of cars as per the rules of the Company in force from time to time and any other perquisites, benefits, amenities as may be decided from time to time and incentive as may be approved by the Remuneration Committee from time to time.

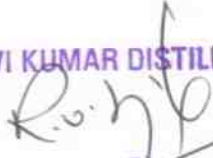
**c. Retirement Benefits**

- i. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the approved scheme of the Company in force from time to time.
- ii. Encashment of leave as per the rules of the Company in force from time to time.

**d. Overall Ceiling**

Salary, allowances, perquisites and incentive shall be calculated as per the provisions of the Companies Act, 1956.

For RAVI KUMAR DISTILLERIES LTD.

  
Managing Director



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**e. General:**

- i. Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.
- ii. Mrs S Vijayalakshmi Whole time Director, will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- iii. Mrs S Vijayalakshmi, Whole time Director, will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT, notwithstanding anything contained herein above, where, in any financial year, during the currency of the tenure of Mrs S Vijayalakshmi, Wholetime Director, the Company has no profits or its profits are inadequate, the remuneration payable to Mrs S Vijayalakshmi shall be governed by section II of Part II of Schedule XIII of the Companies Act, 1956 or any modifications thereto and the same shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 1956 and rules made there under or any statutory modification or re-enactment thereof.

No other Directors other than Mrs S Vijayalakshmi is interested or concerned in the resolution.

**PROPOSED BY: Mr. S. Boobalan**

**SECONDED BY: Mr. M.K. Vaithisubramanian**

**CARRIED UNANIMOUSLY AS A SPECIAL RESOLUTION**

For RAVI KUMAR DISTILLERIES LTD,

  
Managing Director



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The Shareholders asked for some clarifications which were clarified by the Chairman suitably.

### VOTE OF THANKS:

There being no other matter, the meeting concluded with a vote of thanks to the chair.

Date: 27.09.2013

Place: Chennai

Mr R V Ravikumar  
Chairman and Managing Director