



RAVI KUMAR DISTILLERIES LIMITED

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

Phone : 0413-2244007, 2248888, 2248887.

E-mail: cs@ravikumardistilleries.com, Website: www.ravikumardistilleries.com

CIN No.L51909PY1993PLC008493. GSTIN/UIN: 34AABCR4195D1ZJ.

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Monday, 15th May, 2023 at 9:00 a.m. (IST)	Tuesday 13th June, 2023 at 5:00 p. m (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated 8 April, 2020, 13 April, 2020, 15 June, 2020, 28 September, 2020, 31 December, 2020, 23 June, 2021, 8 December, 2021, 5 May, 2022 and 28 December, 2022 (collectively referred to as ('MCA Circulars')), to transact the special business as set out hereunder by passing Ordinary resolutions, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by Ravi Kumar Distilleries Limited ('the Company') only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the Kfin Technologies Limited ('Kfintech') for the purpose of providing remote e-voting facility to its Members.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on Tuesday, 13th June 2023. The remote e-voting facility will be disabled by Kfintech immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company has appointed CS. Uttam Shetty (Membership No.: FCS 8691, CP No. 16861) Proprietor of M/s. Uttam Shetty & Co. Practising Company Secretaries, Mumbai as the Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutiniser will submit his report to the Chairman or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines i.e. by Thursday, 15th June, 2023. The Scrutiniser's decision on the validity of votes cast will be final.

In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Tamil daily newspaper circulating in Pondicherry (in vernacular language, i.e. Tamil).

The said results will be displayed on the website of the Company at <http://www.ravikumardistilleries.com>, the website of Kfin Technologies Ltd at <https://www.kfintech.com> and shall also be communicated to the Stock Exchanges where the Company's Ordinary Shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. at www.bseindia.com and www.nseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT 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 Section II, Part II of 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. R.V. Ravikumar (DIN: 00336646) as Managing Director of the company for a period of 3 years on a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs Only) per month with effect from 1st April 2023.

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. R.V. Ravikumar 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 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."

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

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT 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 Section II, Part II of 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 2023.

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 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 resolutions 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."

Notes:

1. *The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').*
2. *In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from Kfin Technologies Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on Friday, 5th May, 2023 ('Cut-Off date') and whose email addresses are registered with the Company/ RTA/ Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. Friday, 5th May, 2023.*
3. *You are requested to read carefully the instructions before exercising the vote and complete the E-voting on or before 5.00 p.m. on Tuesday, 13th June, 2023.*
4. *The Company is offering only Remote E-voting facility to its Members to enable them cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.*
5. *Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to log on to https://ris.kfintech.com/clientservices/postal_ballot/ to provide their Email ID and they would get an email with the link to participate in Remote E-voting.*
6. *Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.*
It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/ RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
7. *The remote e-voting shall commence on Monday 15th May, 2023 at 9:00 a.m. (IST) and shall end on Tuesday, 13th June, 2023 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by Kfin for voting thereafter.*
8. *A copy of this Postal Ballot Notice is also available on the website of the Company at <http://www.ravikumardistilleries.com>, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Ordinary Shares of the Company are listed and on the website of Kfintech at <https://www.kfintech.com/>.*
9. *The voting for this Postal Ballot cannot be exercised through proxy.*
10. *Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at cs@ravikumardistilleries.com from their registered email address mentioning their Name, Folio Number/ DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Monday 13th June, 2023.*
11. *The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. Monday 13th June, 2023. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.*

12. **PROCEDURE FOR REMOTE E-VOTING**

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular no. 02/2021 dated 13th January 2021 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on 05th May, 2023 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

The instructions for E-voting are as under:

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:

[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	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">I. Visit URL: https://eservices.nsdl.comII. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"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.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">I. To register click on link : https://eservices.nsdl.comII. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspIII. Proceed with completing the required fields.IV. Follow steps given in points 13. Alternatively by directly accessing the e-Voting website of NSDL<ol style="list-style-type: none">I. Open URL: https://www.evoting.nsdl.com/II. Click on the icon "Login" which is available under 'Shareholder/Member' section.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.IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in	<ol style="list-style-type: none">1. Existing user who have opted for Easi / Easiest<ol style="list-style-type: none">I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.comII. Click on New System Myeasi

demat mode with CDSL	<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>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech 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 – Kfintech and you will be redirected to e-Voting website of KFintech 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual 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) 7260 , 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 “EVENT” i.e., ‘RAVIKUMAR DISTILLERIES LIMITED- POSTAL BALLOT’ 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 on its behalf 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 with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “RaviKumarDistilleriesLimited_Postalballot”.
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer will submit his report to the Company Secretary after completion of the scrutiny and results of the Postal Ballot would be announced by 15th June, 2023 on or before 5.00 p.m.(IST) through Email and the Resolution will be taken as passed, if the results of E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company at <http://www.ravikumardistilleries.com/> besides being notified to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Ltd at <https://evoting.kfintech.com>.

C. General Instructions

i. In case Members of the Company have not registered their e-mail address:

In compliance with the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@Kfintech.com

ii. The Remote E-voting period commences from 9.00 a.m. (IST) on 15th May, 2023 and ends at 5.00 p.m. (IST) on 13th June, 2023. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 5th May, 2023, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on 13th June, 2023. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.ravikumardistilleries.com/> and also on the notice board placed at the Registered Office of the Company and on the website of KFinTech.

iv. To receive communication through electronic means, including notice of postal ballot, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFinTech on <https://ris.kfintech.com/clientservices/postalballot/> or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: Rav Kumar Distilleries Limited] KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

**By Order of the Board
For Ravi Kumar Distilleries Limited**

**Place: Puducherry
Date:10th May 2023**

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

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

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. 1

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 period of 3 years. Accordingly, the Nomination and Remuneration Committee of the Board of Directors resolution passed on 10th May 2023 and the Board of Directors of the Company vide its resolution passed on 10th May 2023 have re-appointed Mr. R.V. Ravikumar (DIN: 00336646) as Managing Director w.e.f. 01/04/2023 for a further period of 3 years subject to approval of members by way of ordinary resolution.

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. 01.04.2023 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 01/04/2023 till 31/03/2026

(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. R.V. Ravikumar as the Managing Director from 01/04/2023 till 31/03/2026 and the fixation of remuneration in case of no profit or inadequacy of profit.

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. 1 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.

Item No. 2

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, the Nomination and Remuneration Committee of the Board of Directors resolution passed on 10th May 2023 and the Board of Directors of the Company vide its resolution passed on 10th May 2023 have re-appointed Mr. Badrinath S Gandhi (DIN: 01960087) as Whole-time Director w.e.f. 01/04/2023 for a further period of 3 years subject to approval of members by way of ordinary resolution.

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 01.04.2023 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 01/04/2023 till 31/03/2026.

(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 01/04/2023 till 31/03/2026 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. 2 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.

**By Order of the Board
For Ravi Kumar Distilleries Limited**

Place: Puducherry

Date:-10th May 2023

Sd/-

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

Registered Office:

C-9,C-10, Industrial Estate,

2nd Main Road, Thattanchavady,

Puducherry-605009.

Annexure A

Details of Director seeking appointment / reappointment

Name of Director	Mr. R.V. Ravikumar (DIN: 00336646)	Mr. Badrinath S. Gandhi (DIN: 01960087)
Age	68	62
Qualifications	Matriculation	D.E.E., D.C.A., D.S.A., D.P.
Date of birth	17/12/1955	01/03/1961
Date of first appointment on the Board	11/10/1993	07/11/2007
Experience (including Expertise in specific functional areas)/Brief resume	Business-Manufacturing of Liquor	Industrial Management
Terms and condition of reappointment	As per the resolution at Item No. 1 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto.
Number of meetings of the Board attended during the financial year 2022-23	4	3
Directorship in other Indian Public Limited Companies as on 31.03.2023	NIL	NIL
Chairman/Member of the Committees of the Board of other Indian Public Limited Companies as on 31.03.2023	NIL	NIL
No. of Shares held in the Company	55,08,976 shares	NIL
Disclosure in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Mr. Badrinath S Gandhi is – Co-Brother of his brother-in law	Co-Brother of Mr. Badrinath S Gandhi is Brother in law of Mr. R. V. Ravikumar.

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

Financial performance: -**Rs. in lakhs**

PARTICULARS	2021-22	2020-2021	2019-2020
Revenue from Operations	2784.65	60.06	18481.69
Other Income	0	0	0.13
Profit Before Depreciation, Interest and Tax	(443.12)	(485.48)	145.72
Financial Expenses	5.59	0.76	9.23
Profit Before Depreciation	(448.71)	(486.24)	136.49
Depreciation	39.40	50.37	58.40
Profit before Extra-Ordinary and Exceptional items and tax	(488.11)	(536.61)	78.09
Extra Ordinary Items/Exceptional Items	835.87	200	10.28
Profit Before Tax	(1323.98)	(736.61)	67.81
Provision for Tax (including Deferred Tax)	(0.75)	(2.83)	16.80
Net Profit After Tax	(1323.23)	(733.78)	51.01
Earnings per share (Rs.)	(5.45)	(3.04)	0.09

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. The Covid-19 pandemic has had a far-reaching impact on the adult beverage industry. The closure of many bars and restaurants has meant that home consumption of alcoholic beverages has skyrocketed. Some categories of wines and spirits have seen significant market share gains while others have stagnated. 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. R.V. Ravikumar and Mr. Badrinath S Gandhi have successfully proved their 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 them are 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:

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. As such, there was no major revenue earned by the company during the financial year 2020-21 which resulted in the loss to the company. Further, even though company generated revenue of Rs. 2784.65 lacs in F.Y. 2021-22, still company suffered a net loss of Rs. 1323.23 owing to increase in expenses in the category of exceptional item of the company.

Steps taken or proposed to be taken for improvement:

Excise department has restored the manufacturing license of the company and company had recommenced its business operations. Further, the 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.

III Disclosures:

1. The remuneration package of all the managerial persons are given in the respective resolutions.
2. The explanatory statement given above (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.

**By Order of the Board
For Ravi Kumar Distilleries Limited**

Place: Puducherry

Date:-10th May, 2023

Sd/-

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

Registered Office:

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