



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.

RKDL/2022-2023

31.05.2023

To The Secretary Listing Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Dalal Street, Mumbai - 400001	To The Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Mumbai - 400050
Scrip Code: 533294	Scrip Code: RKDL

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31,2023

With reference to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 please find herewith Annual Secretarial Compliance Report dated 27th May, 2023 for the year ended March 31, 2023 issued by M/s. Uttam Shetty & Co, Company Secretaries (CP: 16861), Mumbai.

Kindly take the same in your records.

Thanking you,

Yours faithfully,

For RAVI KUMAR DISTILLERIES LIMITED

V Raj Kumar
Digitally signed by V
Raj Kumar
Date: 2023.05.31
16:21:24 +05'30'

V. RAJKUMAR

Company Secretary & Compliance Officer



UTTAM SHETTY & CO.

Company Secretaries

B-01, Om Mahanta Kumar CHS Ltd, Mahanta Road Extn., Near Utkarsh Mandal Circle, Vile Parle East,
Mumbai-400057 T: 022 2616 1191 M: 98208 11489 / 98694 82761 E-mail : uttamshetty@gmail.com

SECRETARIAL COMPLIANCE REPORT OF RAVI KUMAR DISTILLERIES LIMITED FOR THE YEAR ENDED 31ST MARCH 2023.

We **Uttam Shetty & Co, Practicing Company Secretaries**, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **RAVI KUMAR DISTILLERIES LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at **C-9, C-10, INDUSTRIAL ESTATE, 2ND MAIN ROAD, THATTANCHAVADY PUDUCHERRY-605009**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by **RAVI KUMAR DISTILLERIES LIMITED** ("the listed entity") having CIN **L51909PY1993PLC008493**
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the review period).**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the review period).**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the review period).**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the review period).**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the review period).**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015
- (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with clients **(Not applicable to the Company during the review period).**
and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters stated in **annexure A** attached herewith:
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports stated in **annexure B** attached herewith:
- (c) Further, I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	N.A.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	YES	N.A.
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	N.A.
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	N.A.
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	N.A.	The Company is not having any subsidiary

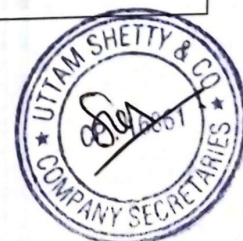


6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	N.A.
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	N.A.
8.	<u>Related Party Transactions:</u> (i) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (ii) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	YES	N.A.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	N.A.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	N.A.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	N.A.
12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	N.A.



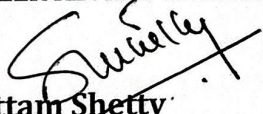
Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

<u>Sr. No.</u>	<u>Particulars</u>	<u>Compliance Status (Yes/No/NA)</u>	<u>Observations/Remarks by PCS*</u>
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	N.A.	Auditor of the company has not resigned during the audit period
2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents</p>	N.A.	No such incidents or events took place during the audit period



	<p>has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	N.A.	Company is not having any subsidiary

For Uttam Shetty & Co.
Company Secretaries
 (PEER REVIEW CERT. NO :2224/2022)

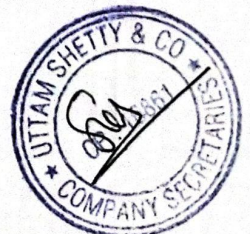

Uttam Shetty
Proprietor
M. No.: F8691C.P. No.: 16861

UDIN: F008691E000398971

Place: Mumbai

DATE : 27/05/2023

Note: Besides other annexures, this report is to be read with our letter of even date which is annexed as "Annexure C" and forms an integral part of this report.



Annexure- A

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters stated below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines in specific clause)	Regulation/ Circular NO.	Deviation	Action Taken By	Type of action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
1	The promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year within seven working days of that financial year.	31(4)	Declaration as required under Regulation 31(4) of SEBI (SAST) regulations 2011 not given to stock exchange.	N.A.	N.A.	As disclosed in deviation column	N.A.	Promoters of the company failed to provide such disclosure to stock exchange and audit committee of the company	Promoters of the company inadvertently and without any malafide intention failed to provide such disclosure.	NIL
2	Payment of listing fee to BSE and NSE for the financial year 2022-2023.	Reg. 14 of SEBI (LODR) 2015	Non-payment of Listing fees by the Company to BSE and NSE for the financial year 2022-2023.	N.A.	N.A.	As disclosed in deviation column	N.A.	No Listing fees for the F. Y 2022-2023 was paid to BSE and NSE	Due to heavy losses and liquidity crises, company is unable to pay listing fees, will pay the same soon	NIL



Annexure- B

The listed entity has taken the following actions to comply with the observations made in previous reports as follows:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken By	Type of action	Details of violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management response	Remarks
1	Payment of listing fees to BSE and NSE for the financial year 2021-22.	Reg. 14 of SEBI (LODR) 2015	Delay in payment of listing fee to BSE and NSE for the financial year 2021-2022	N.A.	N.A.	As disclosed in deviation column	N.A.	NSE listing fee was paid on 09/12/2021 and BSE Listing fee was paid on 18/12/2021. Observation Company is regularly defaulting to pay the fees to stock exchange in time.	Due to heavy losses and liquidity crises, there was delay in payment.	Nil
2		Regulation 30 of SEBI(LODR) 2015- Disclosure of material events or information	Outcome of board meeting where financial results are approved shall be submitted within 30 minutes of conclusion of meeting. A) In a meeting held on 25th June, 2021, meeting was concluded at 17:01 and outcome of meeting was submitted at 18:26 b) In a meeting held on 15th November, 2021, meeting was concluded at 16:18 however outcome of meeting was submitted at 17:05	N.A.	N.A.	As disclosed in deviation column	N.A.	During the F. Y 2022-2023 the Company has taken necessary remedial steps and submitted the outcome of Board meeting within the stipulated time.	N.A.	N.A.



cond... 2/-

3	Payment of penalty imposed by the SEBI	--	Non-payment of Penalty of Rs. 31.00 Lacs imposed on Mr. R.V. Ravikumar, Promoter under Section 15HA and 15HB for violation committed under various SEBI Regulations as detailed in our earlier report pertaining to financial year 2020-21.	SEBI	Complaint U/s 26 & 26B r/w Section 24 (2) of the SEBI Act 1992 & Section 193 and Section 200 of the Code of Criminal Procedure 1973 has been filed against the Mr. R.V. Ravikumar by the SEBI for non-payment of Penalty levied by the Adjudication Order No. Order/AA/AR/2020-21-8690-8721 dated 21.08.2020 before the Designated Special Court for SEBI cases court of sessions-GR Mumbai	As disclosed in deviation column	N.A	Penalty amount plus interest and costs amounting Rs.39.23 Lacs was paid during the F. Y 2022-23 and SEBI has issued completion of recovery certificate on 20-03-2023. Further, in view of complete payment of penalty amount , necessary application has been filed before court of sessions-GR-Mumbai for withdrawal of criminal case.	N.A	Nil
4	Payment of penalty imposed by the SEBI	--	Partial payment of Penalty of Rs. 200.00 Lacs imposed on Company under Section 15HA and 15HB for violation committed under various SEBI Regulations as detailed in our earlier report pertaining to financial year 2020-21. i.e. out of Rs. 200.00 lakhs only Rs. 36.30 Lacs was paid by the company.	SEBI	Complaint U/s 26 & 26B r/w Section 24 (2) of the SEBI Act 1992 & Section 193 and Section 200 of the Code of Criminal Procedure 1973 has been filed against the Company and its Directors by the SEBI for non-payment of Penalty levied vide Adjudication Order No. Order/AA/AR/2020-21-8690-8721 dated 21.08.2020 before the Designated Special Court for SEBI cases court of sessions-GR. Mumbai	As disclosed in deviation column	N.A	Penalty amount plus interest and costs amounting Rs 253.12 lacs was paid during the F. Y 2022-23 and SEBI has issued completion of recovery certificate on 20-03-2023. Further, in view of complete payment of penalty amount , necessary application has been filed before court of sessions-GR- Mumbai for withdrawal of criminal case.	N.A	Nil



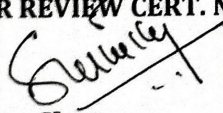
ANNEXURE "C"

To
The Board of Directors,
Ravi Kumar Distilleries Limited.
C-9, C-10, Industrial Estate,
2nd Main Road, Thattanchavady,
Puducherry - 605009.

Our report of even date is to be read along with this letter:

1. Maintenance of record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our verification of the same.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.
5. The compliance of the provisions of SEBI laws, rules, regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the Company.
6. As regards the books, papers, forms, reports and returns filed by the Company under the above mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timelines of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
7. Our responsibility is to certify based upon our examination of relevant documents and information, this report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Uttam Shetty & Co.
Company Secretaries
(PEER REVIEW CERT. NO :2224/2022)


Uttam Shetty
Proprietor
M. No.: F8691C.P. No.: 16861

