

RCL Retail Limited

**6th Annual Report & Accounts
For the year ended
31st March 2016**



RCL RETAIL LIMITED

BOARD OF DIRECTORS

Mr. Nitesh R Lodha	-Managing Director
Mr .Suresh Jain Rikhab chand	-Director
Mr. P. Kamlesh Jain	-Director
Mr. Vimal Chand Chordia	-Director
Mr. Ganpathraj Kothari	-Director
Ms. Kushbu	-Director
Mr. D.Alexander	-Cfo

AUDITORS

M/s. Krishnan & Giri,
Chartered Accountants,
Chennai

BANKERS

- | | |
|---|---|
| 1) Indian Overseas Bank,
Mount Road Branch,
Chennai | 2) Icici Bank Ltd,
Madhavaram Branch,
Chennai |
|---|---|

REGISTERED OFFICE

No. 55, Hunters Road,
Vepery, Chennai – 600 007

STOCK EXCHANGE

BSE SME platform

REGISTRAR & SHARE TRANSFER AGENT

M/s. Cameo Corporate Services Limited
No. 2, Club House Road,
Chennai -2

NOTICE

Notice is hereby given that the 6th Annual General Meeting of the members of M/s. RCL Retail Limited, will be held at No.200-A, Madhavaram High Road, Madhavaram, Chennai 600 060 on Friday, the 30th day of December, 2016 at 1.00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2016 and the Profit and Loss Account for the year ended on that date and Cash Flow Statement as at 31st March 2016 and the reports of Directors and Auditors thereon.
2. To appoint a director in the place of Mr. Kamalesh Kumar, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appointment auditors and to fix their remuneration.

“RESOLVED THAT pursuant to Section 139 and other applicable provisions if any, of the Companies Act, 2013 and read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s. SIDHARTH MEHTA & CO, Chartered Accountants, Chennai (FRN: 008108S), be and are hereby appointed as Statutory Auditors of the Company in place of M/s. KRISHNAN & GIRI, the retiring Statutory Auditors who have expressed their unwillingness to continue as Auditors of the Company, and shall hold office from the conclusion of this Annual General Meeting until the conclusion of Eleventh Annual General Meeting, subject to ratification by members in every subsequent Annual General Meeting, on remuneration to be fixed by the Board of Directors (including committee thereof) of the Company.”

SPECIAL BUSINESS:

4. 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, 152(6) and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the reappointment of Mr. Nitesh R Lodha (DIN: 01748000) as Managing Director of the Company for a period of three years effective from June 01, 2016 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice subject to retire by rotation and the Board of Directors be and are hereby authorized to alter and vary such terms of appointment and remuneration so as to not to exceed the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof, as may be agreed to by the Board of Directors and Mr. Nitesh R Lodha.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution.”

By Order of the Board
For **RCL Retail Limited**

Place: Chennai
Date: 21.11.2016

Sd/-
Nitesh R Lodha
Managing Director
DIN: 01748000

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and proxy need not be a member. The proxies should be lodged with the company not later than 48 hours before the time fixed for the commencement of the meeting.

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 a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Revenue stamp should be affixed on the Proxy form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's Signature may also be furnished in the Proxy Form, for identification purpose.
3. Corporate Members are required to send certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special businesses to be transacted at the Annual General Meeting is annexed hereto.
5. Additional information on Directors recommended by the Board of Directors for appointment / re-appointment at this AGM is annexed hereto.
6. Members who are yet to register their e-mail addresses with the Company or with the Depository are once again requested to register the same.
7. Members who wish to obtain information on the Company or view the Accounts may visit the Company's website or send their queries at least 10 days before the AGM to the Board of Directors at the Registered Office of the Company.
8. Members are required to bring their admission slips to the AGM. Duplicate admission slips and / or copies of the Report and Accounts will not be provided at the AGM venue.
9. The register of members and share transfer of the company will remain closed from 24.12.2016 to 30.12.2016 (Both days inclusive).
10. The members are requested to intimate to the Company and or to its Share Transfer Agent M/s. Cameo Corporate Services Limited for changes, if any, in their registered address along with Pin Code Number.
11. Members are requested to quote their Folio Number, email ID, mobile numbers in all correspondences with the Company.

12. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions as set forth in this Notice.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Monday the 26th day of December 2016 (09.00 a.m. IST) and ends on Thursday the 29th day of December, 2016 (05.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23rd day of December, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant "RCL RETAIL LIMITED" on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other instructions:

- (a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd December, 2016.
- (b) Mr. Balu Sridhar, Practicing Company Secretary (Membership No.F5869) has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (c) The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and shall declare the results forthwith.
- (d) The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and shall be immediately forwarded to the Stock exchange in which the shares of the Company are listed.

Information about director seeking appointment / re-appointment in this Annual General Meeting in respect of Item Nos.2 & 4 above (in accordance with SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Name of Director	Mr. Kamallesh Kumar	Mr. Nitesh R Lodha
Date of Birth	04.04.1982	18.07.1986
Date of Appointment	27.01.2014	20.02.2008
Qualification	B.Com, MBA	B.B.A
Experience	9 years in the field of Jewelry	9 years experience in Agro based food processing & FMCG business.
Directorship in other Public / Private Ltd Companies	Nil	3
Chairmanship / member in Committee of other limited companies	Nil	Member in Audit Committee, Stakeholders Relationship Committee
No of shares held as at March 31, 2016	512,500	18,000

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ITEM NO.04:

The Board of Directors of the Company at its meeting held on May 31, 2016, re-appointed Mr. Nitesh R Lodha Managing director of the Company for a period of three years effective from June 01, 2016. The Nomination and Remuneration committee of the Board of Directors had approved, by its resolution, the terms of the remuneration, payable to Mr. Nitesh R Lodha and the same is in accordance with and within the ceiling of remuneration permitted under Section II of Part II of Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board has examined and fixed the remuneration package of Mr. Nitesh R Lodha objectively taking into account the interest of the Company and the shareholders, the financial position of the Company, Mr. Nitesh R Lodha experience, past performance and past remuneration.

The said resolution has also been approved by the Board of Directors of the Company on the following terms and conditions as recommended by Nomination and Remuneration Committee:

1. Monthly remuneration

Rs.40,000/- (Rupees Forty Thousand only) with such annual increments / increases as may be decided by the Nomination and Remuneration Committee from time to time.

2. Computation of Perquisites

The following shall not be included the computation of perquisites (i) Company's contribution to provident fund and superannuation fund to the extent they are singly or put together are not taxable under the Income-tax Act, (ii) Gratuity at the rate of half a month's salary for each completed year of service; (iii) Leave with full pay as per the rules of the Company with encashment of un-availed leave being allowed.

3. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

4. Valuation of perquisites

Perquisites / allowances shall be valued as per Income-tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

5. Other terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of directors as it may, in its discretion, deem fit within the amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the approval of the Central Government, if required.

Since the proposed revision in the remuneration package is governed under Section II of Part II of Schedule V to the Companies Act, 2013, the following additional information as required in clause (IV) of the proviso under Section II of the said schedule is furnished.

I. General Information

- (1) Nature of the industry: FMCG
- (2) Date of commencement of business: 29.09.2010
- (3) Financial Highlights:

Year ended 31 st March	Revenue (Rs Lakhs)	Profit before tax (Rs Lakhs)	Profit after tax (Rs Lakhs)	Net worth (Rs Lakhs)	Fixed Assets- net (Rs Lakhs)	Basic Earnings per share (Rupees)
2014	1051.58	(37.31)	(45.63)	1211.77	166.10	(0.52)
2015	188.76	0.69	0.61	1212.38	165.95	0.00
2016	265.48	4.15	(6.00)	1206.37	159.04	(0.05)

II. Information about the appointee:

1.	Background details	Mr. Nitesh R Lodha, 30 years of age, is a graduate in Business Administration. He is the first Director of the Company and was appointed as Managing Director for a period of five years effective June 1, 2011 and has the distinction of leading the Company since then.
2.	Past remuneration	Rs.40,000/- p.m.
3.	Recognition and awards	Nil