
10th Annual Report & Accounts
For the year ended
31st March 2020



RCL RETAIL LIMITED

RCL RETAIL LIMITED

Registered office: SAPNA TRADE CENTRE, 10th Floor, 10B/2,
109, Poonamalle High Road, Chennai – 600 084

ANNUAL REPORT 2019-20

BOARD OF DIRECTORS

Mr. Mahipal Sanghvi	– Executive Director (Non-Executive Director up to 17.02.2021) (Appointed as Whole-time Director & CFO with effect from 18th February 2021)
Mr. Ratanchand Lodha	– Non Executive Director
Ms. Sujathaa Mehta	-- Independent Director (Appointed with effect from 4th March 2021)
Mr. Navratan Mal Lunkar	-- Independent Director (Appointed with effect from 4th March 2021)
Mr. Shripal Veeramchand Sanghvi	- Non Executive Director (Resigned with effect from 4th March 2021)
Mr. Heemaram Savaji	- Non Executive Director (Resigned with effect from 4th March 2021)
Mr. Shripal Veeramchand Sanghvi	– Chief Executive Officer (Appointed with effect from 4th March 2021)
K.R. Ramakrishnan	--Company Secretary and Compliance officer (Appointed with effect from 5th February 2021)

AUDITORS

M/s. Venkat and Rangaa LLP
Chartered Accountants
No: 13 (Old No: 6), Flat no: 5,
Majestic Apartments,
First Floor, Soundarrajanstreet,
T.Nagar, Chennai – 600 017

REGISTRAR & SHARE TRANSFER AGENT

M/s. Cameo Corporate Services Limited
No.2, Club House Road
Chennai–600002

BANKERS

VIJAYA BANK
Nungambakkam Branch
Chennai

ICICI BANK LTD
Madhavaram Branch,
Chennai

REGISTERED OFFICE

SAPNA TRADE CENTRE, 10THFLOOR,
10B/2, No: 109, Poonamallee High Road,
CHENNAI – 600084

STOCK EXCHANGE

BSE SME platform

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TENTH (10TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. RCL RETAIL LIMITED WILL BE HELD ON WEDNESDAY, 31ST MARCH 2021 AT 11.00 A.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2020 and the Profit and Loss Account for the year ended on that date and the Cash Flow Statement as at 31st March, 2020 and the Reports of the Directors and the Auditors thereon.
2. To Appoint a Director in place of Mr. Ratanchand Lodha who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force, the appointment of M/s. VENKAT AND RANGAA LLP, Chartered Accountants, (Firm Registration No. 004597S) as statutory auditors of the company to fill in the casual vacancy caused by resignation of M/s. KALYANASUNDARAM & Co, Chennai and to examine and audit the accounts of the Company for the financial year 2019-2020 be and is hereby confirmed and approved."

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

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. VENKAT AND RANGAA LLP, Chartered Accountants, (Firm Registration No. 004597S) be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five years from the conclusion of ensuing Annual General Meeting on such remuneration as decided by the Board (including committee thereof) and the Auditors."

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

"RESOLVED THAT Ms. Sujathaa Mehta (DIN: 06822171), who was appointed as an Additional / Independent Director of the Company w.e.f. 04.03.2021 pursuant to Sections 149,152, 161, Schedule IV and other relevant provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as Independent director of the Company for a term of five years effective from 04.03.2021 and she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized

representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT Mr. Navratan Mal Lunkar (DIN: 08970463), who was appointed as an Additional / Independent Director of the Company w.e.f. 04.03.2021 pursuant to Sections 149,152, 161, Schedule IV and other relevant provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as Independent director of the Company for a term of five years effective from 04.03.2021 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. 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 , 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force, Articles of association of the company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the members be and is hereby accorded to the appointment of Mr. Mahipal Sanghvi (DIN: 07788200) as a Whole-time Director for a period of five years effective from 18th February 2021 upon such terms of remuneration as may be fixed by the Board of Directors with further liberty to the board/committee thereat to alter and vary such terms and conditions of appointment and remuneration of Mr. Mahipal Sanghvi in the best interests of the company as may be permissible at law, with liberty to either party to terminate the appointment on three months’ notice in writing to the other.

RESOLVED FURTHER THAT as the Whole-time Director Mr. Mahipal Sanghvi be and is hereby authorised to do all the acts, deeds and things which are necessary on his part to perform his functional duties to the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Chennai
Date: 4th March, 2021

By Order of the Board
For RCL Retail Limited
K R RAMAKRISHNAN
Company Secretary

NOTES:

CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting to be held on 31st March 2021. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [18.02.2021](#). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited SME platform at www.bseindia.com respectively. The AGM e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on Saturday, 27th March, 2021 at 10.00 am and ends on Tuesday, 30th March, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 24th March, 2021 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" module.

(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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(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 e-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 Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both 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) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- 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 linked in the login 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.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: akjainassociates@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

9. The Company has appointed Mr. Pankaj Mehta (M.No. A29407, CP.No. 10598), Partner, A. K. Jain & Associates, Company Secretaries in Practice, as Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner

10. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated Scrutinizer report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any other Director authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

11. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., 31.03.2021. The results along with the Scrutinizer Report shall be placed on the website of the Company www.rclretail.in and on the website of CDSL <https://www.evotingindia.com/> immediately after the declaration of result by the Chairman of the

meeting or any other director authorized by him in writing. The results shall also be communicated to the Stock Exchange viz, BSE Limited.

12. The Register of members and share Transfer books of the company shall remain closed from Thursday 25th March 2021 to Wednesday, 31st March 2021 (both days inclusive).

13. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed and forms part of this notice

EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No: 3

M/s. KALYANASUNDARAM & Co, Chartered Accountants, Chennai, have tendered their resignation as Statutory Auditors of the company, resulting into casual vacancy in the office of Statutory Auditors of the Company as per Section 139 (8) of the Companies Act, 2013.

The Board at their meeting held on 21ST December, 2020, based on the recommendation of the Audit Committee, appointed M/s. VENKAT & RANGAA LLP, Chartered Accountants, Chennai, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. KALYANASUNDARAM & Co, Chartered Accountants, Chennai.

M/s. VENKAT & RANGAA LLP., Chartered Accountants, Chennai, have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013. Members are requested to confirm and approve the appointment of Statutory Auditors in terms of Section 139 (8) of the Companies Act, 2013.

None of directors, key managerial persons or their relatives, are in any way, concerned or interested in the said resolution.

Item No.4

The Board upon the recommendation of the Audit Committee and at the board meeting held on 04.03.2021, has proposed to re-appoint M/s. VENKAT & RANGAA LLP, Chartered Accountants, Chennai, as the Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 to hold office for a term of five years from the conclusion of ensuing Annual General Meeting

M/s. VENKAT & RANGAA LLP., Chartered Accountants, Chennai, have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation, their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of directors, key managerial persons or their relatives, are in any way, concerned or interested in the said resolution.

Item nos: 5 & 6

The Board of Directors of the Company had appointed Ms.Sujathaa Mehta and Mr.Navratana Mal Lunkar as Additional Directors of the Company with effect from 4th March, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, they shall hold office up to the date of the