

## R. T. EXPORTS LTD

Date : 20<sup>th</sup> October, 2016

To,  
The Manager,  
Listing Department,  
Bombay Stock Exchange,  
Mumbai

**Sub :- Submission of Annual Report under Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Dear Sir,

With reference to above, please find enclosed herewith 36<sup>th</sup> Annual Report of R T Exports Limited under Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge the receipt of the same.

Thanking you

Yours truly,

For R.T. Exports Limited

  
**Bhavik Bhimjyani**  
Director & CFO  
DIN: 00160121



Enclosure: a/a

**36th  
ANNUAL REPORT  
2015 - 2016**

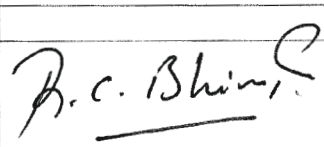
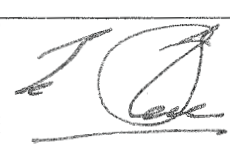

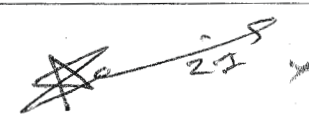


**R. T. EXPORTS LIMITED**



## FORM A (for audit report with unmodified opinion)

As per Regulation 33 (3) (a to c) & (a to f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of the Company	R. T. Exports Limited
2	Annual financial statements for the year ended	31st March, 2016
3	Type of Audit observation	Unmodified
4.	Frequency of observation	Not Applicable
5.	To be signed by-	
	<ul style="list-style-type: none"><li>Managing Director Mr. Rashmikanth Bhimjyani</li></ul>	
	<ul style="list-style-type: none"><li>CFO Mr. Bhavik Bhimjyani</li></ul>	
	<ul style="list-style-type: none"><li>Auditor of the company M/s Ramesh M. Sheth &amp; Associates</li></ul>	
	<ul style="list-style-type: none"><li>Audit Committee Chairman Mr. Zahurahmed Fakir</li></ul>	



**R. T. EXPORTS LIMITED**  
**36<sup>TH</sup> ANNUAL REPORT 2015-2016**

**CORPORATE INFORMATION****BOARD OF DIRECTORS**

(As on 30th May, 2016)

**Rashmi Bhimjyani**  
Chairman & Managing Director

**Bhavik Bhimjyani**  
Director & CFO

**Asha Dawda**  
Woman Director

**Vishnu Mehra**  
Independent Director

**Yogesh Thakkar**  
Independent Director

**Zahurahmed Fakir**  
Independent Director

**Rajeshkumar C. Pillai**  
Company Secretary & Compliance Officer

**REGISTERED OFFICE**

508, Dalamal House,  
Jamnalal Bajaj Road,  
Nariman Point,  
Mumbai - 400 021.

**AUDITORS**

**M/S Ramesh M. Sheth and Associates**  
Chartered Accountants,  
1-A, Mulji Mistry Bldg., 1st Floor,  
Tejpal Road, Vile Parle (East),  
Mumbai 400057.

**BANKERS**

Oriental Bank of Commerce  
State Bank of India

**REGISTRARS AND SHARE TRANSFER AGENTS**

**LINK INTIME INDIA PVT. LTD**  
C- 13, Pannalal Silk Mills Compound.  
L. B. S. Marg. Bhandup(West).  
Mumbai – 400 078.

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**NOTICE****R.T. Exports Ltd.**

CIN: L51900MH1980PLC022582

Registered Office: 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021

Website: [www.rtexports.com](http://www.rtexports.com) Email: [compliance@rtexports.com](mailto:compliance@rtexports.com)

Tel No.: 022 22840000 Fax No.: 02266307000

Notice is hereby given that **THIRTY-SIXTH (36TH) ANNUAL GENERAL MEETING (AGM)**, of the members of R. T. Exports Limited will be held on Friday, September 30, 2016 at 9.00 a.m. IST at the Basement (No.2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai –400 021 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, including the audited Balance Sheet as at March 31, 2016, the statement of Profit and Loss for the year ended on that date and Reports of the Board of Directors (the Board) and Auditors thereon.
2. To ratify the appointment of auditors of the Company, to fix their remuneration and to pass the following resolution as an ordinary resolution:

**RESOLVED THAT**, pursuant to section 139, 142, other applicable provisions of the Companies Act, 2013, Rules made there under and pursuant to the recommendations of the Audit Committee, and pursuant to the resolution passed by the members at the AGM held on July 15, 2014, the appointment of M/s. Ramesh M. Sheth & Associates, Chartered Accountants, (Firm Registration No.111883W) as the Auditors of the Company to hold office till the conclusion of AGM of the Company to be held in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the Audit Committee in consultation with the auditors.

**SPECIAL BUSINESS:**

3. Appointment of Mr. Zahurahmed Fakir (DIN: 02997952) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification (s) the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16 (1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Zahurahmed Fakir (DIN: 02997952), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective from 13th February, 2016 and who holds office till the date of forthcoming Annual General Meeting in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose Mr. Zahurahmed Fakir (DIN: 02997952) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office for 5 (five) consecutive years with effect from 13th February, 2016 to 12th February, 2021 and the term shall not be subject to retirement by rotation".

4. Appointment of Ms. Asha Dawda as a Director.

To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** Ms. Asha Dawda (DIN:06897196), (woman Director) whose change of designation was accepted by the Board of Directors at its meeting held on 6th November, 2015 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to section 160 (1) of the Act proposing her candidature to the office of Director, be and is hereby appointed as a non-independent, non-executive (Woman) Director of the Company pursuant to the provisions of the Companies Act, 2013 and other applicable Rules and Regulations, if any, and her appointment is subject to retirement by rotation."

5. To consider and, if thought fit, to pass the following as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of section 94 of the Companies Act, 2013 (the Act) and the Rules made thereunder, and the Registrar of Companies having been given in advance a copy of this proposed Special

Resolution, the consent of the Members be accorded to the Board of Directors of the Company for keeping the Register of Members together with the Index of Members, Register of Debenture Holders and other security holders, if any, together with the Index of Debenture Holders and other security holders, if any, under section 88 of the Act, and copies of the Annual Returns under section 92 of the Act at the office premises of the Company's Registrar & Share Transfer Agents viz. Link Intime (India) Private Ltd. (Link Intime) at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup – West, Mumbai – 400 078 and/or at such places within Mumbai where the R&T Agents may have their office from time to time and/or at the Registered Office of the Company at 508 Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400021.

**FURTHER RESOLVED THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

**By Order of the Board for R.T. Exports Ltd.**

**Rashmi C. Bhimjyani**  
**Chairman & Managing Director**

**Regd. Office:**

R.T. Exports Ltd.  
CIN: L51900MH1980PLC022582  
508, Dalamal House,  
Jamnalal Bajaj Road, Nariman Point,  
Mumbai – 400 021.  
Email : headoffice@rtexports.com  
Web: www.rtexports.com  
Ph.: 022 22840000  
Fax: 022 66307000

Date :12th August, 2016

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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 proxy and such person shall not act as a proxy for any other person or shareholder. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the Commencement of the Annual General Meeting, i.e. by 09.00 a.m. on Wednesday, 28th September, 2016.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
4. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime (India) Private Ltd. (Link Intime) having its office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup – West, Mumbai – 400 078.
5. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members and proxies are requested to bring their duly filled Attendance Slip enclosed herewith to attend the Meeting.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. Further, additional information with respect to Item Nos. 3 and 4 is also annexed hereto.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.



8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Company has notified closure of Register of Members and Share Transfer Books from Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive).
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime (India) Pvt. Ltd..
12. Non-Resident Indian Members are requested to inform Link Intime (India) Pvt. Ltd., immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. Members holding shares in demat form and wish to change their bank account details are requested to advise their Depository Participants about such change, with complete details of bank account. Members holding shares in physical form are requested to notify/ send the intimation of their change, if any, in address and details of Bank account to the Share Transfer Agents viz: Link Intime (India) Pvt. Ltd., C- 13, Pannalal Silk Mills Compound. L.B.S. Marg, Bhandup (W) Mumbai – 400 078.
15. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2015-16 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Link Intime (in case of Shares held in physical form).
17. Members are requested to:
  - (a) intimate to the Company's Registrar and Transfer Agents, Link Intime, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
  - (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
  - (c) quote their folio numbers/Client ID/DP ID in all correspondence; and
  - (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
18. In terms of Section 123 of the Companies Act, 2013 and Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). However, in the financial year 2015-16, the Company would not be transferring any amount as there is no unclaimed or unpaid dividend.
20. Ms. Rachana Patel, Practicing Company Secretary, (Membership No. ACS A39230) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
21. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled to Link Intime at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
22. Additional information, in respect of the directors seeking appointment / re-appointment at the AGM is furnished as annexure-1 to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules made there under.
23. Attendance registration :

Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

24. Members may also note that the Notice of the 36th AGM and the Annual Report 2015-16 will be available on the Company's website, [www.rtexports.com](http://www.rtexports.com). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400021.

## **25. PROCEDURE FOR REMOTE E-VOTING**

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice, through remote e-voting.
2. Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and the Member can exercise his vote at the AGM. A Member may avail of the facility at his discretion, as per the instructions provided herein.
3. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated as invalid. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

The shareholder needs to furnish the printed 'Attendance Slip' along with a valid identity proof such as the PAN Card, Passport, AADHAAR Card or Driving License to enter the AGM hall.

## **Statement pursuant to Section 102(1) of the Companies Act, 2013**

### **Item No.3**

Mr. Zahurahmed Fakir was appointed as an Additional Director by the Board as on 13th February, 2016 in the capacity of Non-Executive Independent Director, subject to the approval of members. On receiving approval of members pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, Mr. Zahurahmed Fakir shall hold office, not subject to retirement by rotation, for a term of five consecutive years commencing from the date of his appointment till 12th February, 2021. A brief resume of Mr. Zahurahmed Fakir, the nature of his expertise in specific functional areas, names of companies in which he has held Directorships, Committee Memberships/ chairmanships, his shareholdings etc., are furnished herewith. Mr. Zahurahmed Fakir has given a declaration of Independence under Regulation 16 (1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and sub-section (6) of section 149 of the Companies Act, 2013 and expressed his willingness to become director of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs.1,00,000/- proposing the candidature of Mr. Zahurahmed Fakir for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Zahurahmed Fakir (i) consent in writing to act as director in Form DIR2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section(2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Zahurahmed Fakir as an Independent Director of the Company for a period up to February 12, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Zahurahmed, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Zahurahmed as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Zahurahmed Fakir, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item number.3 for the approval of the members.