

**38th
ANNUAL REPORT
2017 - 2018**



R. T. EXPORTS LIMITED

R.T.Exports Limited
38th ANNUAL REPORT 2017-2018

CORPORATE INFORMATION**BOARD OF DIRECTORS**

(As on 22nd May, 2018)

Rashmi C. Bhimjyani

Chairman & Managing Director

Bhavik Bhimjyani

Director & CFO

Asha Dawda

Non-Executive Woman Director

Sheetal Mehta

Independent Director

Yogesh Thakkar

Independent Director

Zahurahmed Fakir

Independent Director

Rajeshkumar Pillai

Company Secretary & Compliance Officer

REGISTERED OFFICE

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

AUDITORS

M/S Pathak H.D. & Associates
Chartered Accountants,
814/815, Tulsiani Chambers,
212, Nariman Point,
Mumbai 400021

BANKERS

Oriental Bank of Commerce
State Bank of India

REGISTRARS AND SHARE TRANSFER AGENTS**LINK INTIME INDIA PVT. LTD**

C-101, 247 Park, L B S Marg,
Vikhroli West,
Mumbai-400083.

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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
Email: compliance@rtexports.com
Tel No.: 022 40813000 Fax No.: 022 66307000

Notice is hereby given that **THIRTY-EIGHTH (38TH) ANNUAL GENERAL MEETING(AGM)** of the members of R. T. Exports Limited will be held on Saturday, September 29, 2018 at 10.00 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, 2018, including the audited Balance Sheet as at March 31, 2018, 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.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for re-appointment of Shri. Rashmi C. Bhimjyani (DIN : 00207941), as the Managing Director of the Company, for a period of 5 (five) years with effect from 30th September, 2018, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Terms and Conditions of Appointment

Period of Appointment:- Appointment shall be for a period of 5 (five) years beginning from 30th September, 2018 and ending on 29th September, 2023.

Details of Remuneration:

Salary:-

₹ 10,000/- (Rupees Ten Thousand only) per month.

Termination of Appointment:- This appointment may be terminated by either party by giving six months' notice in writing.

Other Terms:- Subject to the direction, control and superintendence of the Board of Directors and service rules of the Company, Shri Rashmi C. Bhimjyani shall have the responsibility for the overall management of the affairs of the Company and shall perform such duties and exercise such powers as are entrusted to or conferred upon him by the Board, in the best interests of the Company.

In any financial year during the currency of the tenure of the Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the Chairman & Managing Director by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration within the limits specified under applicable laws.

By Order of the Board for R.T. Exports Ltd.**Bhavik R. Bhimjani**
Director and CFO
DIN: 00160121**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.: 02240813000
Fax: 02266307000
Date :3rd September, 2018

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 10.00 a.m. on Thursday, 27th September, 2018.

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. Members /proxies are requested to bring duly filled attendance slips, sent herewith, to attend the meeting.
5. 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 C101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083.
6. 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.
7. 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. 2 are also annexed hereto.
8. 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.
9. 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.
10. 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.
11. The Company has notified closure of Register of Members and Share Transfer Books from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
12. 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.

13. 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.
14. 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., its office at C101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083.
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 2017-18 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 or 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 2017-18, 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 Scrutinizer to scrutinize 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 director seeking appointment / re-appointment at the AGM is furnished as annexure-1 to the Notice. The director has furnished consent / declaration for his 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 38th AGM and the Annual Report 2017-18 will be available on the Company's website, www.rtextports.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. Address of Registrars and Transfer Agents, Link In time India Pvt. Ltd., have been changed:

From: C-13 Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai-400 078	To: C101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083
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26. 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/her/ its vote at the AGM. A Member may avail of the facility at his / her/ its 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2

Shri Rashmi C. Bhimjyani was appointed as Managing Director of the Company for a period of 5 years in the 33rd Annual General Meeting of your Company held on 15th July, 2013 with effect from 30th September, 2013. The 5 years tenure of Shri Rashmi C. Bhimjyani will expire on 29th September, 2018. The Board of Directors at their meeting held on 03rd September, 2018 reappointed Shri Rashmi C. Bhimjyani as the Chairman & Managing Director of the Company for a further period of 5 (five) years with effect from 30th September, 2018 on such remuneration as stated in the resolution and subject to the approval of the members in the ensuing Annual General Meeting. The remuneration payable as stated in the aforesaid resolution is subject to overall ceiling of 5 Percent of net profits of the Company as per the provisions of the Act. In the event of absence or inadequacy of profits in any financial year of the Company during his tenure as Managing Director, he will be entitled to Salary, Benefits, Perquisites and Allowances and Incentive Remuneration within the limits specified under applicable laws. As Shri Rashmi C. Bhimjyani has attained the age of 70 years, your approval for his re-appointment is being sought for by a Special Resolution pursuant to Section 196(3) of the Act and Part-I of Schedule V to the Act of the Companies Act, 2013. A brief resume of Shri Rashmi C. Bhimjyani, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committees and relationships between Directors inter-se, as stipulated under Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are appended to this Notice. As per the provisions of Companies Act, 2013 appointment of such Managerial personnel requires approval of the shareholders in the general meeting. Hence the Board commends the Special Resolution as set out in item No.2 of the Notice for your approval. This may also be treated as a Memorandum of Abstract issued pursuant to the provisions of Section 190 of the Companies Act, 2013. Copy of the draft agreement to be entered by the Company with Shri Rashmi C. Bhimjyani, Chairman and Managing Director, is open for inspection by any member of the Company at its Registered Office during business hours on any working day.

None of the Directors except Shri Rashmi C. Bhimjyani and Shri Bhavik R. Bhimjyani is interested or concerned in the aforesaid resolution.

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

Bhavik R. Bhimjyani
Director and CFO
DIN: 00160121

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.com55
Ph.: 02240813000
Fax: 02266307000

Date :3rd September, 2018

Voting through electronic means (E-voting Instructions)

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2018 (9:00 am) and ends on 28th September, 2018 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.



7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csrachana.patel@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to atevoting@nsdl.co.in
- V. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VII. Ms. Rachana Patel, Practising Company Secretary, (Membership No. A39230) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall after the conclusion of voting at the general meeting, will first 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 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 countersign the same and declare the result of the voting forthwith.