



RTCL LIMITED



**FOURTEENTH ANNUAL REPORT
2007-2008**



RTCL LIMITED

BOARD OF DIRECTORS:	Mr. Om Prakash Agrawal, Chairman Mr. Sri Prakash Agrawal, Director Mr. Brejesh Katiyar, Whole Time Director Mr. Shankar Lal Agrawal, Director Mr. Sailesh Kumar Gupta, Director
COMPANY SECRETARY	Mr. Ashish Tiwari
AUDITORS	KUMAR PIYUSH & CO. Chartered Accountants C-5, Lajpat Nagar, Phase-III, New Delhi - 110024
BANKERS	State Bank of India
REGISTERED OFFICE:	Mandhana Bithoor Road, Village Choudhaipur, Bithoor, Kanpur - 209 201
CORPORATE OFFICE:	6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi - 110 007
HEAD OFFICE:	123/778, Fazalganj, Kanpur (U.P.)
SHARE TRANSFER AGENT:	Abhipra Capital Lited, Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road, Azadpur, Delhi - 110 033

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RTCL LIMITED

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of RTCL LIMITED will be held on Monday, the 29th September, 2008 at 11.00 A.M. at the Registered Office of the Company at Mandhana Bithoor Road, Village Choudharipur, Bithoor, Kanpur-209201 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2008 and the Balance Sheet as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Om Prakash Agrawal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sri Prakash Agrawal who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Kumar Piyush & Co., Chartered Accountants, retiring Auditors is eligible for re-appointment.

By Order of the Board

Place: Delhi
Dated: June 30, 2008

Ashish Tiwari
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. M/s Abhipra Capital Limited, Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road, Azadpur, Delhi-110033 is the Registrar and Share Transfer Agent for physical shares of the Company. M/s Abhipra Capital Limited is also the depository interface of the Company with both NSDL and CDSL.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 15, 2008 to Monday, September 29, 2008 (both days inclusive).
4. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
5. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
6. As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members of the Company in respect of shares held by them. The Members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.

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DIRECTORS' REPORT

To
The Members of RTCL Limited

Your Directors have pleasure in presenting the Fourteenth Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2008.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(Rupees in Lakhs)

PARTICULARS	Year ended – 2007-2008	Year ended –2006-2007
Sales and Other Income	487.65	577.52
Profit/(Loss) before Interest and Depreciation	89.25	130.07
Less: Finance Charges	(20.95)	(20.17)
Less: Depreciation	(33.11)	(35.85)
Profit/(Loss) for the Year	35.19	74.05
Add/(Less): Extraordinary Items	(6.10)	(0.72)
Less: Fringe Benefit Tax	(1.16)	(1.56)
Less: Provision for Income Tax	(7.48)	(28.58)
Less: Wealth Tax	(.18)	(0.15)
Add/(Less): Deferred Tax Assets/ (Liability)	(13.57)	0.21
Net Profit/(Loss) for the Year	6.70	43.25
Add: Balance brought forward	45.17	1.92
Profit/(Loss) carried to the Balance Sheet	51.87	45.17

OPERATIONS

During the year under review, the Gross Turnover of the Company decreased to Rs. 487.65 lacs as compared to Rs. 577.52 lacs in the previous year. Since, the Company had to close its operations of two convenience stores. The net profit of the Company declined to Rs. 6.70 lacs in comparison to Rs. 43.25 lacs in the previous year.

The Company will continue to be responsive to changes in market dynamics and consumer behavior and other key factors influencing the business, and will formulate its strategies accordingly.

DIVIDEND

With a view to conserve resources for future needs of the Company, the Directors regret their inability to propose any dividend for the year under review.

DIRECTORS

Mr. Rajesh Agarwal has been ceased from directorship due to his personal reason. The Board places its gratitude to Mr. Rajesh Agrawal for his contribution made during his tenure as Director. In accordance with the requirements of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Om Prakash Agrawal and Mr. Sri Prakash Agrawal are liable to retire by rotation and are eligible for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:



RTCL LIMITED

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2008, the applicable accounting standards had been followed and no material departure have been made from the same;
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That Directors have prepared the annual accounts for the financial year ended 31st March, 2008, on 'going concern' basis.

DEMATERIALIZATION OF EQUITY SHARES

The Company's equity shares are available for trading in the Depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The International Security Identification Number (ISIN) allotted by NSDL and CDSL to RTCL Limited is INE754B01012 for the equity shares of your Company. The status of Equity Capital exists in Electronic Form and Physical Form as on March 31st, 2008 is as under:

Particulars	Nos. of Shares	Percentage
<i>Electronic Mode</i>		
NSDL	78,77,522	65.64
CDSL	8,41,008	7.01
	87,18,530	72.65
<i>Physical Mode</i>	32,82,640	27.35
Total :	1,20,01,170	100.00

CORPORATE GOVERNANCE

Your Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of Clause 49 of the Listing Agreement of the Stock Exchanges. Separate Reports on Corporate Governance and Management Discussion & Analysis are included in the Annual Report and Certificate dated June 30, 2008 of the Auditors of your Company confirming the compliance of conditions of Corporate Governance is also annexed thereto.

PARTICULARS OF EMPLOYEES

There was no employee in respect of whom information is required to be given pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended up-to-date.

AUDITORS

M/s. Kumar Piyush & Co. Chartered Accountants, the Statutory Auditors, will retire at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS REPORT

In respect of observation made by the Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory, and do not call for any further comments.

INDUSTRIAL RELATIONS

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the Organization.

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PUBLIC DEPOSITS

During the year under review, your Company has not accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

SUBSIDIARY COMPANY

A Statement relating to Subsidiary Company – Mandakini Motels Private Limited pursuant to the provision of Section 212 of the Companies Act, 1956 is attached to the Balance Sheet.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

The information required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is attached hereto as Annexure-'A' and forms part of the Directors' Report.

ACKNOWLEDGEMENTS:

The Directors acknowledge with gratitude, the co-operation and assistance received from the Government, Banks, Authorities and other Business Constituents. The Directors would also like to thank the employees, shareholders, customers and suppliers for their continuous support given by them to the Company and their confidence in the Management.

For and on behalf of the Board

Place: Delhi
Date: June 30, 2008

(Om Prakash Agrawal)
Director

(Brijesh Katiyar)
Director


RTCL LIMITED
ANNEXURE-A

The information required under Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY

The Company's operations involve low energy consumption. There are no major areas where any energy conservation measure can be taken. However, efforts are being made to conserve and optimize the use of energy, wherever possible.

B. FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH AND DEVELOPMENT:
Technology Absorption:

The Company is in Trading and real estate Industry and therefore, specific technology absorption, adaptations and innovation will be taken care of/ implemented, wherever required.

Research & Development:

Sr. No.	Particulars	Status
1.	Specific areas in which Research and Development carried out by the Company.	NIL
2.	Benefit derived as a result of the above Research and Development.	NIL
3.	Future plan of action.	NIL
4.	Expenditure on Research and development.	NIL

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

- (i) Total Foreign Exchange earned : NIL
- (ii) Total Foreign Exchange outgo : NIL

For and on behalf of the Board

Place: Delhi
Date: June 30, 2008

(Om Prakash Agrawal)
Director

(Brijesh Katliyar)
Director

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CORPORATE GOVERNANCE REPORT

1. The Company's Philosophy on Code of Corporate Governance

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. The Company believes that good Corporate Governance practices should be enshrined in all activities of the Company. This would ensure efficient conduct of the affairs of the Company and help the Company achieve its goal of maximizing value for all its stakeholders. The Company has a strong legacy of fair, transparent and ethical governance.

The Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all the stakeholders.

2. Board of Directors

Composition as on March 31, 2008

The Board of Directors as on 31st March, 2008 consisted of 5 (Five) Directors out of whom 2 (Two) are Independent Directors. The Chairman of the Company is Non Executive Director. The composition of Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Name	Category	No. of Directorships held in other Public Limited Companies	No. of Board Committee position held in other Public Limited Companies	
			Chairman	Member
Mr. Om Prakash Agrawal	Non Executive, Director Promoter	2	1	-
Mr. Sri Prakash Agrawal	Non Executive, Director Promoter	1	-	1
Mr. Brejesh Katiyar	Executive, Whole Time Director	-	-	-
Mr. Shanker Lal Agrawal	Non-Executive Independent Director	-	-	-
Mr. Rajesh Agrawal*	Non-Executive Independent Director	-	-	-
Mr. Sailesh Kumar Gupta	Non-Executive Independent Director	1	-	-

*Resigned from the Company on 29.02.2008.

3. Board Meetings

The Board held 11 (Eleven) Meetings during the year 2007-2008 on 21.04.2007, 30.06.2007, 31.07.2007, 29.09.2007, 20.10.2007, 31.10.2007, 18.01.2008, 31.01.2008, 28.02.2008, 29.02.2008 and 28.03.2008.

Attendance of Directors at Board Meetings and at the Annual General Meeting

Name of the Director	No. of Board Meetings Attended	Whether Attended the Last AGM
Mr. Om Prakash Agrawal	11	Yes
Mr. Sri Prakash Agrawal	11	Yes
Mr. Brejesh Katiyar	11	Yes
Mr. Rajesh Agrawal*	09	Yes
Mr. Shanker Lal Agrawal	11	Yes
Mr. Sailesh Kumar Gupta	11	Yes

*Resigned from the Company on 29.02.2008.

The Board ensures compliance of all laws applicable to the Company and takes steps to rectify non-compliances, if any.


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4. Committees of the Board

(i) Audit Committee

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956 and the guidelines set out in the Listing Agreements with the Stock Exchanges. The terms of the reference of the Audit Committee are as per the Guidelines set out in the Listing Agreement with the Stock Exchanges that inter-alia include the overview of the Company's financial reporting processes, review of quarterly, half-yearly and annual financial statements, review of adequacy of internal control systems, review of financial and risk management policies and review of significant finding and adequacy of internal control system etc.

Composition and Attendance

During the year 2007-2008, 5 (Five) Meetings of the Audit Committee were held on 14.04.2007, 30.06.2007, 31.07.2007, 31.10.2007 and 30.01.2008.

Name of the Member	Category	No. of Meetings Attended
Mr. Sailesh Kumar Gupta (Chairman)	Non-Executive Independent	5
Mr. Shanker Lal Agrawal	Non-Executive Independent	5
Mr. Rajesh Agrawal*	Non-Executive Independent	5
Mr. Sri Prakash Agrawal	Non-Executive Promoter	-

*Resigned from the Company w.e.f. 29.02.2008

The Members of the Audit Committee have requisite knowledge in the field of Finance, Accounts and Management. Minutes of each Meeting of Audit Committee are placed and discussed before the Board of Directors.

The Chief Financial Officer and representative of Statutory Auditors attended the meetings of Audit Committee.

(ii) Remuneration Committee

The terms of reference of Remuneration Committee are as per the Guidelines set out in the Listing Agreement with the stock exchange(s), falling under the category of non-mandatory requirements of Corporate Governance that inter alia includes formulation and recommendation to the Board from time to time, a remuneration structure for the Whole-time Members of the Board.

Composition of Remuneration Committee

Name	Category
Mr. Shanker Lal Agrawal (Chairman)	Non-Executive, Independent
Mr. Rajesh Agrawal*	Non-Executive, Independent
Mr. Sailesh Kumar Gupta	Non-Executive, Independent
Mr. Sri Prakash Agrawal	Non-Executive, Promoter

*Resigned from the Company w.e.f. 29.02.2008

Only one meeting of the above constituted Remuneration Committee was held on September 30th 2007, for the purpose of approval of remuneration of Mr Brijesh Katiyar, appointed as Whole-time Director of the Company, in which all the members of the Committee were present.

Remuneration Policy

The Remuneration Committee determines and recommends to the Board, the remuneration of the Directors and the same is subject to the approval of Members.

The key components of the Company's Remuneration policy are:

- Remuneration will be a major driver of performance.
- Remuneration will be transparent, fair and simple to administer.
- Remuneration is determined in accordance with experience and nature of responsibilities.
- Remuneration will be fully legal and tax compliant.

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At present, the Company is not paying remuneration / sitting fees to its Non-Executive Directors. However, remunerating the Non Executive Directors by way of payment of sitting fee is under consideration. Non Executive Directors do not hold any shares and convertible instruments of the Company.

The details of remuneration paid to the Whole-time Directors during the year from 01.04.2007 to 31.03.2008 are given below:

1. The salary paid to Mr. Brejesh Katiyar is Rs.65,502/-**

The detail of service contract of Whole-time Directors of the Company is as under:

Name	Date of appointment	Tenure	From	To
Mr. Brejesh Katiyar	30th September 2006	5 year	30th September, 2006	29th September, 2011

- Notice period as per Company's Rules.
- No severance fee and stock is payable to the Directors.

(iii) Shareholders/Investors' Grievance Committee:

The terms of reference of Shareholders/Investors' Grievance Committee are as under:

- (a) Approval of requests received for transfer/transmission of shares including dematerialization/ rematerialization of securities.
- (b) Approval of requests received for issue of duplicate certificates.
- (c) Rejection of requests for share transfers, wherever applicable.
- (d) Redressal of serious complaints received from shareholders/investors on non-receipt of shares after transfer in the physical form, complaints on Non-receipt of Balance Sheet, dividend etc.

Composition of Shareholders/ Investors' Grievance Committee

Name	Category
Mr. Sailesh Kumar Gupta (Chairman)	Non-Executive, Independent
Mr. Rajesh Agrawal*	Non-Executive, Independent
Mr. Shanker Lal Agrawal	Non-Executive, Independent
Mr. Sri Prakash Agrawal	Non-Executive, Promoter

*Resigned from the Company w.e.f. 29.02.2008

Name and Designation of Compliance Officer:

Mr. Ashish Tiwari, Company Secretary was the Compliance Officer during the year under report.

Details of Complaints received during the year:

Nature of Complaint	2007 – 2008		
	Received	Cleared	Pending
Refund of Application Money	1	1	-
Issue of Duplicate Shares Certificate	1	1	-

5. (a) General Body Meetings:

The Last three Annual General Meetings were held as per the details given below:

YEAR	DATE	DAY/TIME	VENUE
2004-2005	28.09.2005	Wednesday, 11.00 A.M.	Mandhana Bithoor Road, Village Choudharipur, Bithoor, Kanpur
2005-2006	29.09.2006	Friday, 11.00 A.M.	Mandhana Bithoor Road, Village Choudharipur, Bithoor, Kanpur
2006-2007	29.09.2007	Saturday, 11.00 A.M.	Mandhana Bithoor Road, Village Choudharipur, Bithoor, Kanpur