



RTCL LIMITED

**SIXTEENTH ANNUAL REPORT
2009-2010**



RTCL LIMITED

BOARD OF DIRECTORS:	MR. OM PRAKASH AGRAWAL , Chairman MR. ASHISH TIWARI , Whole Time Director MR. SHANKER LAL AGARWAL , 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
CORPORATE IDENTITY NO.	L16003UP1994PLC016225
REGISTERED OFFICE:	Mandhana Bithoor Road, Village Chaudhaipur, 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 LIMITED, ABHIPRA COMPLEX, DILKHUSH INDUSTRIAL AREA, A-387, G.T.KARNAL ROAD, AZADPUR, DELHI - 110 033

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NOTICE

NOTICE is hereby given that the **Sixteenth** Annual General Meeting of the Members of RTCL LIMITED will be held on Tuesday, the 28th September, 2010 at 11.00 A.M. at the Registered Office of the Company at Mandhana Bithoor Road, Village Chaudharipur, 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, 2010 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. Shankar Lal Agrawal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sailesh Kumar Gupta 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, New Delhi, retiring Auditors is eligible for re-appointment.

SPECIAL BUSINESS

5. To appoint Mr. Ashish Tiwari as Director (Whole-Time), not liable to retire by rotation, designated as 'Whole time Director (Executive Director) cum Company Secretary' and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance to the provisions of Section 257 and all other applicable provisions of the Companies Act 1956 and any statutory modifications or re-enactment thereof, Mr. Ashish Tiwari who was appointed as Additional Director of the Company pursuant to section 260 of the Companies Act 1956, be and is hereby appointed as Director of the Company not liable to retire by rotation.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 198, 269 & 309 read with schedule XIII of the Companies Act, 1956 and other applicable Provisions if any of the said Act including any modifications or re-enactments thereof, for the time being in force, and subject to the approval of members in General Meeting, Mr. Ashish Tiwari be and is hereby appointed as Whole-time Director of the Company w.e.f. 31st May, 2010 for the period of 5 (Five) years on such terms and conditions, which have been approved by the Remuneration Committee at its meeting held on 31st May, 2010 in accordance with the provisions of Part II, Section II of Schedule XIII to the Companies Act, 1956.

OTHER TERMS

1. Reimbursement of the travelling, entertainment and other expenses incurred by him during the course of business of the Company.
2. He is not entitle to sitting fees for the meeting of the Board of Directors or Committee hereof.
3. The appointment may be terminated by the Company by giving to said Whole-time Director a notice of one month or on payment of one month's salary in lieu thereof and by the said director by giving a notice of the one month to the Company."

By Order of the Board

Place: Delhi
Dated: May 31, 2010

Ashish Tiwari
Company Secretary

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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 Tuesday, September 14, 2010 to Tuesday, September 28, 2010 (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.



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5

By the Board of Directors of the Company, at its meeting held on 1st April, 2010, Mr. Ashish Tiwari, Secretary of the Company, has been appointed as Additional Director with effect from 31st May, 2010. In term of provision of Section 260 of the Companies Act, 1956, Mr. Ashish Tiwari would hold office up to the date ensuing Annual General Meeting.

Mr. Ashish Tiwari not disqualified for being appointed as Director in term of Section 274 (1) (g) of the Act and the Company has received the requisite Form DD-A from Mr. Ashish Tiwari in terms of the Companies (Disqualification of Director under Section 274 (1)(g) of the Companies Act 1956) Rule 2003, conforming his eligibility for such appointment.

Further, the Board has also appointed, subject to the approval of members of the Company, Mr. Ashish Tiwari as Whole-time Director for a period of Five years w.e.f. 31st May, 2010 on the terms and conditions as set out in the Resolution.

It is proposed to seek members approval for the appointment and remuneration payable to Mr. Ashish Tiwari as Whole-time Director, Designated as 'Whole-time Director cum Company Secretary', in term of the applicable provisions of the Act.

The terms and conditions set out for appointment and payment of remuneration may be altered and varied from time to time by the Board as it may, at its discretion, deem fit in terms of the applicable provisions of the Companies Act, 1956 and Schedule XIII to the Act.

Your directors recommend the resolution for your approval.

Mr. Ashish Tiwari is interested in the resolution, which pertains to his appointment and / or remuneration payable to him. Save and except the above, no other director of the Company is, in any way, concerned or interested, in this resolution.

By Order of the Board

Place: Delhi

Dated: May 31, 2010

Ashish Tiwari

Company secretary

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DIRECTORS' REPORT

To

The Members of RTCL Limited

Your Directors have pleasure in presenting the Sixteenth Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2010.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(Rupees in Lakhs)		
PARTICULARS	Year ended 2009-2010	Year ended 2008-2009
Sales and Other Income	103.97	173.31
Profit/(Loss) before Interest and Depreciation	(15.14)	82.06
Less: Finance Charges	(11.37)	(21.54)
Less: Depreciation	(20.50)	(29.33)
Profit/(Loss) for the Year	(47.01)	31.18
Add/(Less): Extraordinary Items	158.96	(4.49)
Less: Fringe Benefit Tax	-	(1.20)
Less: Provision for Income Tax	(30.18)	(8.95)
Less: Wealth Tax	(0.25)	(0.24)
Add/(Less): Deferred Tax Assets/ (Liability)	0.62	.08
Net Profit/(Loss) for the Year	82.14	16.37
Add: Balance brought forward	68.25	51.87
Profit/(Loss) carried to the Balance Sheet	150.39	68.24

OPERATIONS

During the year under review, the Gross Turnover of the Company decreased to Rs. 103.97 as compared to Rs. 173.31 lacs in the previous year. However, the Company was able to earn profit of Rs. 82.14 lacs as against profit of Rs. 16.37 lacs in the previous year. The net profit of the company enhanced to Rs. 82.14 lacs in comparison to Rs. 16.37 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. Sri Prakash Agrawal has resigned from Board due to his personal reason w.e.f 30.09.2009.

Mr. Brijesh Katiyar has resigned from the board due to his personal reason w.e.f. 31.05.2010.

Mr. Shanker Lal Agrawal and Mr. Sailesh Kumar Gupta are liable to retire by rotation and being eligible, offers themselves for re-appointment. at the ensuing Annual General Meeting.

Mr. Ashish Tiwari was Appointed as an Additional Director of the Company w.e.f. 31.05.2010. He was also appointed as Whole-time Director Designated as 'Whole Time Director cum Company Secretary' for the tenure of five year, subject to the approval of the members of the Company at ensuing Annual General Meeting of the Company.

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:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2010, 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, 2010, 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, 2010 is as under:

Particulars	Nos. of Shares	Percentage
Electronic Mode		
NSDL	81,00,761	67.50%
CDSL	7,04,969	5.87%
	8805730	73.37%
Physical Mode	31,95,440	26.63 %
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 May 31, 2010 from M/s Sushil Gupta & Associates, Company Secretaries, 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, New Delhi, the Statutory Auditors, will retire at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

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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.

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

The Company has one subsidiary company RTC Real Estate Private Limited.

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: May 31, 2010

(Om Prakash Agrawal)
DIN NO.00011717
Director

(Shanker Lal Agrawal)
DIN NO.000183597
Director

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: May 31, 2010

(Om Prakash Agrawal)
DIN NO.00011717
Director

(Shanker Lal Agrawal)
DIN NO.000183597
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, 2010

The Board of Directors as on 31st March, 2010 consisted of 4 (Four) 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	2	-	1
Mr. Brijesh Katiyar**	Executive, Whole Time Director	-	-	-
Mr. Shanker Lal Agrawal	Non-Executive Independent Director	-	-	-
Mr. Sailesh Kumar Gupta	Non-Executive Independent Director	1	-	-

* Resigned from Company w.e.f 30.09.2009

** Resigned from Company w.e.f. 31.05.2010

3. Board Meetings

The Board held 17 (Seventeen) Meetings during the year 2009-2010 on 11.04.2009, 30.06.2009, 15.07.2009, 31.07.2009, 29.08.2009, 02.09.2009, 29.09.2009, 30.09.2009, 14.10.2009, 20.10.2009, 31.10.2009, 14.11.2009, 07.01.2010, 11.01.2010, 30.01.2010, 24.02.2010 and 27.03.2010.

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	17	Yes
Mr. Sri Prakash Agrawal*	07	Yes
Mr. Brijesh Katiyar**	17	Yes
Mr. Shanker Lal Agrawal	17	Yes
Mr. Sailesh Kumar Gupta	17	Yes

*Resigned from Company w.e.f 30.09.2009.

** Resigned With the Brijesh Katiyar 31.05.2010

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