



NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of RTCL LIMITED will be held on Thursday, the 29th September, 2011 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, 2011 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 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

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

4. "RESOLVED THAT Shri Vijay Mishra who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 260 of the Companies Act, 1956 with effect from 09th October, 2010 and who vacates his office at the conclusion of this Annual General Meeting be and is hereby appointed as a Director of the Company."
5. "RESOLVED THAT Shri Manoj Kumar Pandey who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 260 of the Companies Act, 1956 with effect from 22nd November, 2010 and who vacates his office at the conclusion of this Annual General Meeting be and is hereby appointed as a Director of the Company."
6. RESOLVED THAT Shri Ajay Kumar Jain who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 260 of the Companies Act, 1956 with effect from 22nd November, 2010 and who vacates his office at the conclusion of this Annual General Meeting be and is hereby appointed as a Director of the Company."
7. RESOLVED THAT pursuant to the provisions of section 198, 269 & 309 read with schedule XIII and other applicable Provisions, if any, of the Companies Act, 1956, including any Modifications or re-enactments thereof for the time being in being in force, Subject to the approval of Shareholders in General Meeting, Mr. Ajay Kumar Jain be and is here by appointed as Whole-time Director of the Company w.e.f. 22nd November, 2010 for the period of 3 (Three) Years on the following terms and conditions, which has been approved by the Remuneration Committee at their meeting held on 22nd November, 2010 in accordance with the provisions of Part II, Section II of Schedule XIII to the Companies Act, 1965:
 1. **Salary:** Gross Monthly Salary Rs. 17,600/- (Rupees Seventeen Thousand Six Hundred only).
 2. **Perquisites:** Whole time Director shall not entitled to the any perquisite and other benefits except free uses of car with Driver for the Company's business and all the expenditure in connection there with to be borne by the Company.
 3. **Increment:** As per company norms.

OTHER TERMS

- (a) Reimbursement of the travelling, entertainment and other expenses incurred by him during the course of business of the Company.

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- (b) He is not entitled to sitting fees for the meeting of the Board of Directors or of the committee thereof.
- (c) The appointment shall be terminated by Company giving to said whole -time Director a notice of one month of such termination or on payment of one month salary in lieu thereof and by the director notice of the one month to the Company.

By order of the Board

Date :July 15, 2011
Place:Delhi

Sd/-
(Ajay Kumar Jain)
Director
DIN NO. 00043349

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. The Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business of the notice as set out above is annexed thereto.
3. 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 participant interface of the Company with both NSDL and CDSL.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 15, 2011 to Thursday, September 29, 2011 (both days inclusive).
5. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
6. 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.
7. 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. 4

Mr. Vijay Mishra who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 260 of the Companies Act 1956, with effect from 09th October 2010 and who vacates his office at the conclusion of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

Mr. Vijay Mishra, has already filed his consent, to act as a Director, with the Company and he is not disqualified for being appointed as Director in term of Section 274 (1) (g) of the Act and the Company has been received the requisite Form DD-A from Mr. Vijay Mishra, 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.

Mr. Vijay Mishra, 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

Your Directors recommend the resolution for your approval.

ITEM NO. 5

Mr. Manoj Kumar Pandey who was appointed as an Additional Director of the Company, pursuant to the provisions of Section 260 of the Companies Act 1956, with effect from 09th October 2010 and who vacates his office at the conclusion of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

Mr. Manoj Kumar Pandey, has already filed his consent, to act as a Director, with the Company and he is not disqualified for being appointed as Director in term of Section 274 (1) (g) of the Act and the Company has been received the requisite Form DD-A from Mr. Manoj Kumar Pandey, 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.

Mr. Manoj Kumar Pandey 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

Your Directors recommend the resolution for your approval.

ITEM NO. 6 & 7

Mr. Ajay Kumar Jain, was appointed as an additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, w.e.f. 22.11.2010 and holds the office conclusion of this Annual General Meeting, pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company.

Mr. Ajay Kumar Jain, has already filed his consent, to act as a Director, with the Company and he is not disqualified for being appointed as Director in term of Section 274 (1) (g) of the Act and the Company has been received the requisite Form DD-A from Mr. Ajay Kumar Jain, 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 as Whole-time Director, subject to the approval of members of the Company, for the period of Three years w.e.f. 22nd November, 2010 on the terms and conditions as set out in the Resolution.

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.

Mr. Ajay Kumar Jain 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.

Your Directors recommend the resolution for your approval

Place: Delhi

Dated: July 15, 2011

By the order of Board

Sd/-

(Ajay Kumar Jain)

DIN NO. 00043349

Director

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DIRECTORS' REPORT

To

The Members of RTCL Limited

Your Directors have pleasure in presenting the Seventeenth Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2011.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(Rupees in Lakhs)		
PARTICULARS	Year ended 2010-2011	Year ended 2009-2010
Sales and Other Income	72.16	103.97
Profit/(Loss) before Interest and Depreciation	26.62	(15.14)
Less: Finance Charges	(6.56)	(11.37)
Less: Depreciation	(17.98)	(20.50)
Profit/(Loss) for the Year	2.07	(47.01)
Add/(Less): Extraordinary Items	9.43	158.96
Less: Fringe Benefit Tax	NIL	-
Less: Provision for Income Tax	(4.18)	(30.18)
Less: Wealth Tax	(0.07)	(0.25)
Add/(Less): Deferred Tax Assets/ (Liability)	(0.35)	0.62
Net Profit/(Loss) for the Year	7.75	82.14
Add: Balance brought forward	150.39	68.25
Profit/(Loss) carried to the Balance Sheet	158.14	150.39

OPERATIONS

During the year under review, the Gross Turnover of the Company declined to Rs. 72.16 compared to Rs.103.97 lacs in the previous year. However, the Company was able to earn profit of Rs.7.75 lacs as against profit of Rs. 82.14 lacs in the previous year. The net profit of the company declined to Rs.7.75 lacs in comparison to Rs. 82.14 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. Shanker Lal Agrawal are liable to retire by rotation and being eligible, offers themselves for re-appointment at the ensuing Annual General Meeting.

- Mr. Vijay Mishra has been appointed as Additional Director , w.e.f. 22nd November 2010.
- Mr. Ajay Kumar Jain appointed as Additional Director from the approval of the board w.e.f. 22nd November 2010 and he is also appointed as Whole-time Director for the tenure of three year, subject to the approval of the members of the Company at ensuing Annual General Meeting of the Company.
- Mr. Manoj Pandey has been appointed as Additional Director, w.e.f. 22nd November 2010.
- Mr. Om Prakash Agrawal has resigned from Board due to his personal reason w.e.f. 22.11.2010. The Board Place on record its appreciation of the valuable Services and sincere gratitude towards the guidance rendered by Mr. Om Prakash Agrawal.
- Mr. Sailesh Kumar Gupta has resigned from the Board due to his personal reason w.e.f. 22.11.2010. The Board Place on record its appreciation of the valuable Services and sincere gratitude towards the guidance rendered by Mr. Sailesh Kumar Gupta.

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:

- That in the preparation of the annual accounts for the financial year ended 31st March, 2011, the applicable accounting standards had been followed and no material departure have been made from the same;
- 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;
- 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;
- That Directors have prepared the annual accounts for the financial year ended 31st March, 2011, 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, 2011 is as under:

Particulars	Nos. of Shares	Percentage
Electronic Mode		
CDSL	7,43,883	06.20%
NSDL	81,13,247	67.60%
	8857130	73.80%
Physical Mode	31,44,040	26.20%
Total :	1,20,01,170	100.00%

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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 30, 2011, 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.

AUDITORS REPORT

In respect of observations 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 is not having any subsidiary company.

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: July 15, 2011

Sd/-
(Ajay Kumar Jain)
DIN NO.00043349
Director

Sd/-
(Vijay Mishra)
DIN NO.00322006
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: July 15, 2011

Sd/-
(Ajay Kumar Jain)
DIN NO.00043349
Director

Sd/-
(Vijay Mishra)
DIN NO.00322006
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, 2011

The Board of Directors as on 31st March, 2011 consisted of 4 (Four) Directors and one director is Executive and others are Independent Directors. The Chairman of the Company is 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 the Directorship held in public Limited Company	No. of Board Committee position held in other Public Limited Companies	
			Chairman	Member
Mr. Om PrakashAgrawal****	Non Executive, Director,Promoter	2	1	–
Mr.SaileshKumarGupta*****	Non-Executive Independent Director	2	–	1
Mr. Shanker Lal Agrawal	Non Executive Independent Director	-	–	–
Mr. Ajay Kumar Jain*	Executive Independent Director	2	–	1
Mr. Vijay Mishra**	Non-Executive Independent Director	-	–	–
Mr Manoj Pandey***	Non-Executive Independent Director	1	–	–

*Appointed as Whole time Director w.e.f. 22.11.2010

**Appointed as Additional Director w.e.f. 09.10.2010

***Appointed as Additional Director w.e.f. 22.11.2010

**** Resigned from Company w.e.f 22.11.2010

***** Resigned from Company w.e.f. 22.11.2010

3. Board Meetings

The Board held 26 (Twenty Six) Meetings during the year 2010-2011 on 10.04.2010, 12.04.2010, 17.04.2010, 04.05.2010, 29.05.2010, 31.05.2010, 13.07.2010, 22.07.2010, 13.08.2010, 18.08.2010, 31.08.2010, 28.09.2010, 09.10.2010, 11.10.2010, 14.10.2010, 13.11.2010, 16.11.2010, 22.11.2010, 02.12.2010, 03.01.2011, 10.01.2011, 11.01.2011, 07.02.2011, 14.02.2011, 11.03.2011 & 31.03.2011

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. Sailesh Kumar Gupta*****	17	Yes
Mr. Shanker Lal Agrawal	26	Yes
Mr. Ajay Kumar Jain*	9	No
Mr. Vijay Mishra**	14	No
Mr. Manoj Pandey***	9	No
Mr. Ashish Kumar Tiwari*****	16	Yes

*Appointed as Whole time Director w.e.f. 22.11.2010

**Appointed as Additional Director w.e.f. 09.10.2010

***Appointed as Additional Director w.e.f. 22.11.2010

**** Resigned from Company w.e.f 22.11.2010

***** Resigned from Company w.e.f. 22.11.2010

***** Resigned from Company w.e.f. 16.11.2010

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

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 2010-2011, 5 (Five) Meetings of the Audit Committee were held on 10.04.2010, 30.06.2010, 31.07.2010, 30.10.2010 and 31.01.2011.

Name of the Member	Category	No. of Meetings Attended
Mr. Sailesh Kumar Gupta*	Non-Executive Independent	4
Mr.Shanker Lal Agrawal (Chairman)	Non-Executive Independent	5
Mr. Manoj Pandey	Non-Executive Promoter	1
Mr. Om Prakash Agrawal**	Non-Executive Promoter	4
Mr. Vijay Mishra***	Non-Executive Promoter	2

* Resigned from Company w.e.f 22.11.2010.

** Resigned from Company w.e.f 22.11.2010

*** Appointed with w.e.f 09.10.2010

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.

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(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. Sailesh Kumar Gupta* *****	Non-Executive Independent
Mr. Shanker Lal Agrawal(Chairman)	Non-Executive Independent
Mr. Manoj Pandey***	Non-Executive Independent
Mr. Ajay Kumar Jain*	Executive Independent
Mr. Vijay Mishra**	Non-Executive Independent
Mr. Om Prakash Agrawal****	Non-Executive Promoter

*Appointed as Whole time Director w.e.f. 22.11.2010

**Appointed as Additional Director w.e.f. 09.10.2010

***Appointed as Additional Director w.e.f. 22.11.2010

**** Resigned from Company w.e.f 22.11.2010

***** Resigned from Company w.e.f. 22.11.2010

During the financial year 2010-2011, 2 (two) Remuneration Committee meetings were held on 31st May, 2010 and November 22, 2010.

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.

At present, the Company is not paying remuneration / sitting fees to its Non-Executive Directors. However, remuneration to 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 1.04.2010 to 31.03.2011 are given below

1. The salary paid to Mr. Ajay Kumar Jain is Rs.2,11, 200.00*

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

Name	Date of appointment	Tenure	From	To
Mr. Brijesh Katiyar*	30th September 2006	5 year	30th September 2006	29th September 2011
Mr. Ashish Kumar Tiwari **	31st May 2010	5 year	31st May 2010	30th May 2015
Mr. Ajay Kumar Jain**	22nd November 2011	3 year	22nd November 2011	21st November 2014

* Mr. Brijesh Katiyar, Resigned from Company w.e.f. 31.05.2010

**Mr. Ashish Kumar Tiwari Resigned from Company w.e.f. 16.11.2010

*** Mr. Ajay Kumar Jain Appointed w.e.f. 22.11.2011