



RTCL LIMITED

**NINETEENTH ANNUAL REPORT
2012-2013**



RTCL LIMITED

BOARD OF DIRECTORS	MR. Ajay Kumar Jain , Chairman & Whole Time Director MR. Manoj Kumar Pandey , Director MR. Sunil Tandon , Director MR. Priyank Jain , Director
COMPANY SECRETARY	MR. Vishal Saxena
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 Chaudharipur, Bithoor, Kanpur - 209 201
CORPORATE OFFICE	6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi - 110 007
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 Nineteenth Annual General Meeting of the Members of RTCL LIMITED will be held on Monday, the 30th September, 2013 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, 2013 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. Sunil Tandon who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Manoj Kumar Pandey who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Statutory 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:

5. "RESOLVED THAT Mr. Priyank 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 10th January, 2013 and who vacates his office at the conclusion of this Annual General Meeting be and is hereby appointed as a Director of the Company."

By order of the Board

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

Place: Delhi
Dated: 30th May, 2013

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 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 Monday, September 16th, 2013 to Monday, September 30th, 2013 (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.

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7. Members are requested to quote their folio number, DP ID/Client ID and the Company's name in all correspondence with M/s Abhipra Capital Limited, Who is acting as our Registrar and Share Transfer Agent.
8. 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. Member holding shares in physical form can submit their PAN detail to the Company/ Abhipra (RTA).
9. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, between 11.00AM to 01.00PM, upto the date of ensuing Annual General Meeting.
10. Members are requested to bring their copy of Annual Report to the Meeting.
11. The Company's shares are compulsorily traded in demat form; hence the member who are holding equity shares in physical form are requested to get them dematerialized.
12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance' and allowed Companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits Companies to send soft copies of the Annual Report to all those shareholder who have registered their email address for the said purpose. Members are requested to support this Green Initiative by intimating their email address to the Company at the dedicated email ID i.e., rgc.secretarial@gmail.com.
13. The Company would like to avail this opportunity for sending notices/ annual report/ other documents to the members in the electronic mode to their email address already available (i) in the records of depositories, which have been made available to the Company by them; or (ii) in the records of share Transfer Agent of the Company.
14. 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

Mr. Priyank 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 10th January, 2013 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. Priyank 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 received the requisite Form DD-A from Mr. Priyank 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.

Mr. Priyank 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.

By order of the Board

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

Place: Delhi
Dated: 30th May, 2013

DIRECTORS' REPORT

To

THE MEMBERS OF RTCL LIMITED

Your Directors have pleasure in presenting the Nineteenth Annual Report together with the Audited Accounts of the Company for the year ended March 31st, 2013.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(Rupees in Lakhs)

PARTICULARS	Year ended 2012-2013	Year ended 2011-2012
Sales and Other Income	953.40	19.71
Profit/(Loss) before Interest and Depreciation	497.98	(16.63)
Less: Finance Charges	(31.99)	(0.233)
Less: Depreciation	(18.77)	(15.93)
Profit/(Loss) for the Year	447.22	(32.79)
Add/(Less): Extraordinary Items	84.64	77.41
Add/Less: Tax Adjustment Earlier Years	(04.02)	(1.17)
Less: Provision for Income Tax	(173.69)	(8.50)
Less: Wealth Tax	(00.23)	(0.36)
Add/(Less): Deferred Tax Assets/ (Liability)	00.85	00.10
Net Profit/(Loss) for the Year	354.77	34.68
Add: Balance brought forward	192.82	158.14
Add: Effect of Prior Period Rent/Interest Income taken in Statement of Income for the Year 2011-2012	31.18	00.00
Profit/(Loss) carried to the Balance Sheet	578.77	192.82

OPERATIONS

During the year under review, the Gross Turnover of the Company increase to Rs. 953.40 compared to Rs 19.71 lacs in the previous year. The Company was able to earn profit of Rs. 354.77 lacs as against profit of Rs. 34.68 lacs in the previous year. The net profit of the Company increased to Rs. 354.77 lacs in comparison to Rs. 34.68 lacs in the previous year.

The Company will continue to be responsive to changes in market dynamics and consumer behaviour and other key factors influencing the business, and will formulate its strategies accordingly. The Company is planning to venture in real estate/ construction business during the Year.

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.

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DIRECTORS

- Mr. Sunil Tandon & Mr. Manoj Kumar Pandey are liable to retire by rotation and being eligible, offers themselves for re-appointment at the ensuing Annual General Meeting.
- Mr. Priyank Jain, has been appointed as an Additional Director w.e.f. 10th January 2013.
- Mr. Vijay Mishra has resigned from the Board of Directors, due to his personal reason w.e.f. 10th January 2013. The Board Place on record its appreciation of the valuable Services rendered by Mr. Vijay Mishra.

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, 2013, 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, 2013, 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 Securities 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, 2013 is as under:

Particulars	Nos. of Shares	Percentage
<i>Electronic Mode</i>		
CDSL	6,43,302	05.36%
NSDL	84,89,528	70.74%
	9132830	76.10%
<i>Physical Mode</i>	2868340	23.90%
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 30th, 2013, of the Auditors of your Company confirming the compliance of conditions of Corporate Governance is also annexed thereto.

COMPANY SECRETARY

Pursuant to the section 383A and other applicable provisions of the Company Act 1956, Mr. Vishal Saxena, Who is a member of I.C.S.I. and having more than Ten Year work experience in field of Secretarial, Legal, Corporate Governance

here by appointed as Secretary of the Company w.e.f form 01.01.2013 on such term & conditions as decided by the Board of Directors.

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: May 30th, 2013

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

Sd/-
(Sunil Tandon)
Director
DIN NO.02249543

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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:

<i>Sr. No.</i>	<i>Particulars</i>	<i>Status</i>
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 30th, 2013

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

Sd/-
(Sunil Tandon)
Director
DIN NO.02249543

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 31st, 2013

The Board of Directors as on 31st March, 2013 consisted of 4 (Four) Directors out of which 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. Ajay Kumar Jain	Executive, Whole Time Director	—	—	—
Mr. Manoj Kumar Pandey	Non-Executive, Independent Director	—	—	—
Mr. Sunil Tandan	Non-Executive, Independent Director	—	—	—
Mr. Priyank Jain*	Non-Executive, Independent Director	—	—	—
Mr. Vijay Mishra**	Non-Executive, Independent Director	—	—	—

*Appointed as Additional Director w.e.f. 10.01.2013

** Resigned from Company w.e.f. 10.01.2013

3. Board Meetings

The Board held 27 (Twenty Seven) Meetings during the year 2012-2013 on 14.04.2012, 16.04.2012, 03.05.2012, 30.05.2013, 11.06.2012, 11.07.2012, 14.07.2012, 18.07.2012, 19.07.2012, 13.08.2012, 27.08.2012, 27.09.2012, 28.09.2012, 12.10.2012, 15.10.2012, 20.10.2012, 26.10.2012, 14.11.2012, 12.12.2012, 01.01.2013, 02.12.2013, 10.01.2013, 15.01.2013, 21.01.2013, 28.01.2013, 14.02.2013, 30.03.2013.

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. Ajay Kumar Jain	27	Yes
Mr. Manoj Kumar Pandey	27	Yes
Mr. Sunil Tandon	23	Yes
Mr. Priyank Jain*	06	No
Mr. Vijay Mishra**	21	Yes

*Appointed as Additional Director w.e.f. 10.01.2013

** Resigned from Company w.e.f. 10.01.2013

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 2012-2013, 4 (Four) Meetings of the Audit Committee were held on 30.05.2012, 13.08.2012, 14.11.2012, and 14.02.2013.

Name of the Member	Category	No. of Meetings Attended
Mr. Vijay Mishra**	Non-Executive, Independent	3
Mr. Manoj Kumar Pandey(Chairman) ***	Non-Executive, Independent	4
Mr. Ajay Kumar Jain	Executive, Whole Time Director	4
Mr. Sunil Tandon	Non-Executive, Independent	4
Mr. Priyank Jain*	Non-Executive, Independent	1

*Appointed as Additional Director w.e.f. 10.01.2013

** Resigned from Company w.e.f. 10.01.2013

*** Chairman for the last and fourth meeting.

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.

Mr. Vishal Saxena, who was appointed as Company Secretary of the Company w.e.f 01st of January 2013, shall act as Secretary of the Audit Committee.

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. Manoj Kumar Pandey	Non-Executive Independent
Mr. Sunil Tandon (Chairman)	Non-Executive Independent
Mr. Vijay Mishra **	Non-Executive Independent
Mr. Priyank Jain*	Non-Executive Independent

*Appointed as Additional Director w.e.f. 10.01.2013

** Resigned from Company w.e.f. 10.01.2013

No Meeting of Remuneration Committee was held during the year.