



REI Six Ten Retail Limited

Registered Office: "Everest House" 46 C, Chowringhee Road, 15th Floor, Room No.-15B, Kolkata-700071

NOTICE

Notice is hereby given that the Sixth Annual General Meeting of the Members of REI Six Ten Retail Limited will be held on Monday, 30th September, 2013, at Mini Auditorium, Science City, J.B.S. Haldane Avenue, Kolkata-700046 at 10:15 A. M. to transact the following business:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet as at 31st March, 2013 and Profit and Loss account for the year ended on that date and the Reports of the Board of Directors and Auditors' thereon.
2. To appoint Director in place of Shri Asoke Kumar Chatterjee, who retire by rotation and being eligible offers himself for re- appointment.
3. To appoint Director in place of Shri Manoj Mishra, who retire by rotation and being eligible offers himself for re-appointment.
4. To re-appoint M/s. P. K. Lilha & Co., Chartered Accountants, as Auditors of the Company who retires at the conclusion of the ensuing Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting with the authority to the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS:

5. To re-appoint Shri Sandip Jhunjunwala as Managing Director of the Company for a period of five years w.e.f. 31st July, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309, 310, 311 read with schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re- enactment thereof for time being in force) and subject to approval from central government or any other authority, if any, consent of the members be and is hereby accorded for re- appointment of Shri Sandip Jhunjunwala as the Managing Director of the Company for a further period of 5 years with effect from 31st July, 2013 on such terms and conditions including remuneration as set out below with discretion to the Board of Directors to vary, alter and modify such terms and condition including salary, allowances, perquisites and commission at any time during the tenure of his office as decided by the Board of Directors.

RESOLVED FURTHER THAT appointment of Shri Sandip Jhunjunwala shall not be subject to retirement by rotation during his tenure as Managing Director.

Terms and Conditions of Appointment:

- a) Period of appointment :- Appointment Shall be for a period of 5 (Five) years beginning from 31st July, 2013 to 30th July, 2018 and he shall carry out such duties as may be entrusted to him subject to the supervision and control of the Board of Directors.
- b) Remuneration: Salary of Rs. 15,00,000/- per annum inclusive of all perquisites and allowances as may be decided by the Board within the overall ceiling as may be permitted under the Companies Act, 1956.
- c) Minimum Remuneration

Notwithstanding anything contained to the contrary herein before, where in any financial year during the currency of your tenure as the Managing Director of the company, the company has no profit or profits of the company are inadequate, the company will pay salary, perquisites and allowances according to schedule XIII of The Companies Act, 1956.

For the purpose of ceiling on remuneration as per Part-II of Schedule-XIII of the Companies Act, 1956, the following benefits shall not be included.

- i) Contribution to Provident Fund, Family Pension Fund, as per Rule of the Company.
 - ii) Gratuity: Amount equal to 15 days salary for each completed year of service, calculated as per the rules of the company.
 - iii) Encashment of leave at the end of the tenure.
- d) Sitting Fee

No sitting fee shall be paid to him for attending the Meetings of Board of Directors or a committee thereof.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Managing Director, the Company has no profit or its profits are inadequate, the Company will continue to pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances as specified above subject to the approval of Central Government as required under the applicable laws.



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RESOLVED FURTHER THAT any Director of the Company and Mr. Subhash Kumar Burnwal, Company Secretary of the Company be and are hereby authorized jointly and severally to sign, execute and submit various papers, applications, forms and documents etc. with the concerned authorities (i.e., ROC, Stock Exchanges etc.) and to do all such acts that may be necessary and incidental for the aforesaid purpose."

By Order of the Board
For **REI Six Ten Retail Ltd.**

Sd/-
Subhash Kumar Burnwal
Company Secretary

Place : Kolkata

Date : August 14, 2013

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF SELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.
- b) The register of members and share transfer books of the company will be closed from 25th September, 2013 to 30th September, 2013 (both days inclusive) for the purpose of Annual General Meeting.
- c) Corporate members intending to send their authorized representatives to attend the meeting are requested to provide a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- d) Proxies in order to be effective duly completed Proxy form shall reach at the Registered Office of the Company, at Everest House, 46C Chowringhee Road, 15th Floor, R. No. 15B, Kolkata-700071 (West Bengal), not less than forty eight hours before the Meeting.
- e) Members are requested to bring in the admission slip and those holding shares in electronic form are also requested to bring in the latest DP Statement with them.
- f) Members holding shares under different folio nos. but in the same order of name may send the certificates to the Registrar of the Company by registered post for consolidation in one folio so as to enable us to serve you better. Please note that consolidation of holding does not amount to transfer of shares and hence no stamp duty is attracted.
- g) Members are requested to notify immediately any change of address to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Share Transfer Registrar of the Company in respect of their physical shares folios, if any.
- h) As per the Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by Securities Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore, the transferee(s)/legal heirs(s) are required to furnish a copy of their PAN to the Registrar & Share Transfer Agent of the Company.
- i) The Ministry of Corporate Affairs, vide its Circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 has taken a "Green Initiative" by allowing paperless compliances by the companies to serve the requisite documents to its members vide e-mode, in pursuance to Section 53 of the Companies Act, 1956. Accordingly, the Company shall be required to update its database by incorporating your designated e-mail ID in its records, so members are requested to provide their email Id to their respective DP or to the RTA of the Company.
- j) Members holding shares in physical form may obtain the nomination form from the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form may obtain the nomination form from their respective Depository Participants.

By Order of the Board
For **REI Six Ten Retail Ltd.**

Sd/-
Subhash Kumar Burnwal
Company Secretary

Place : Kolkata

Date : August 14, 2013



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EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5

Shri Sandip Jhunjunwala was re-appointed as Managing Director of the Company on 31st July, 2008 for a period of five years and his Current tenure as Managing Director of the Company expires after 30th July, 2013. Under his leadership and directions company has successfully established itself strongly in retail.

Based on the recommendations of Remuneration Committee, Board of Directors at their meeting held on 30th July, 2013 had re-appointed Shri Sandip Jhunjunwala as Managing Director of the Company for another period of five (5) with effect from 31st July, 2013 on such remuneration as stated in the resolution and subject to the approval of the members in the ensuing Annual General Meeting.

A brief resume of Shri Sandip Jhunjunwala, 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 Clause 49 of Listing Agreement with the Stock Exchanges in India, are appended to this Notice as per the provisions of Companies Act, 1956, appointment of such Managerial personnel requires approval of the shareholders in the general meeting.

Hence the Board recommends the resolution as set out in item No. 5 of the Notice for your approval.

Except Shri Sandip Jhunjunwala, none of the other Directors are interested in the said resolution.

By Order of the Board
For **REI Six Ten Retail Ltd.**

Sd/-
Subhash Kumar Burnwal
Company Secretary

Place : Kolkata
Date : August 14, 2013



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Details of Directors seeking appointment / reappointment in 6th Annual General Meeting to be held on 30th September, 2013:

Name of Director	Shri Sandip Jhunjunwala	Shri Asoke Kumar Chatterjee	Shri Manoj Mishra
Date of Birth	25-09-1969	01-02-1927	05-08-1972
Expertise in Specific Functional area	Significant Experience in the marketing of rice , both domestic and international	Specialized knowledge in metallic engineering industries, mainly rice processing plants, steel plants and Heavy engineering.	Significant experience in financial planning, industrial relations, credit management, foreign exchange banking and merchant banking.
Qualification	B.Com.	Chartered Engineer	B.Com.
List of outside Directorships held*	1. REI Agro Limited 2. MyGrahak Shopping Online Limited	1. Alchemist Ltd. 2. Graintec India Limited 3. Varrsana Ispat Ltd. 4. REI Agro Limited 5. MyGrahak Shopping Online Ltd. 6. REI Real Estate Ltd.	1. Varrsana Ispat Ltd. 2. REI Real Estate Ltd. 3. MyGrahak Shopping Online Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	—	Audit Committee Chairman Shareholder/Investor Grievances Committee: Member	—
Chairman/Member of the Committee of Directors of other Companies in which he/she is a Director	—	—	—
No. of shares held	—	—	35000

*Excluding Directorship in Private Companies

By Order of the Board of Directors
For **REI Six Ten Retail Ltd.**

Sd/-
Subhash Kumar Burnwal
Company Secretary

Place : Kolkata

Date : August 14, 2013



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ATTENDANCE SLIP

Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall, Joint Shareholders may obtain additional Attendance Slip on request.

DP Id*	
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Master Folio No.	
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Client Id*	
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No. of Shares	
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Name & Address of the Shareholder(s) _____

I hereby record my presence at the 6th Annual General Meeting of the Company held on 30th September, 2013 at 10:15 A.M.

Signature of the Shareholder /
Representative / Proxy

Strike out whichever is not applicable



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PROXY FROM

DP Id*	
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Master Folio No.	
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Client Id*	
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No. of Shares	
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I/We _____ of _____

Being a member / members of REI Six Ten Retail Limited hereby appoint _____

of _____ failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the 6th Annual General Meeting of the Company to be held on 30th September, 2013. At 10:15 a.m.

Signed on this, _____ day of _____ 2013.

Affix a
Re. 1/-
Revenue
Stamp

Note:

Signature of Proxy

1. The instrument of Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for the aforesaid meeting.
2. The Proxy need not be a member of the Company.

*Applicable for investors holding shares in electronic form, please see the instructions overleaf.



REI Six Ten Retail Limited



6TENTM
Your Shop. Your Time

6th Annual Report 2012-2013



CORPORATE INFORMATION

Board of Directors

Shri Sandip Jhunjhunwala
Managing Director

Shri Asoke Kumar Chatterjee
Director

Shri Manoj Mishra
Director

Dr. Narpinder Kumar Gupta
Director

Shri Krishna Dayal Ghosh
Director

Company Secretary

Shri Subhash Kumar Burnwal

Statutory Auditor

P.K. Lilha & Co.
Chartered Accountants

Registered Office

"Everest House"
46 C, Chowringhee Road
15th Floor, Room No.-15B
Kolkata-700071

Corporate Office

311, B, C & D, 2nd Floor
DLF South Court, Saket
New Delhi-110017

Registrar & Transfer Agent

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, 2nd Floor,
Kolkata-700001

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Sixth Board Report together with the audited annual accounts of the Company for the financial year ended 31st March, 2013.

Financial Results:

The financial performance of the Company for the year under review is summarized below:

(₹ in Lacs)

Particulars	2012-2013	2011-2012
Revenue from Operations	40969.87	61,405.12
Other Income	8.54	6.90
Total Income	40978.41	61,412.02
Profit before Depreciation, Interest & Tax (PBDIT)	(4358.32)	902.93
Less: Interest	7.72	12.87
Profit before Depreciation & Tax (PBDT)	(4366.04)	890.06
Less: Depreciation	752.62	771.32
Profit before Tax (PBT)	(5118.66)	118.74
Less:		
Current Taxation	0.00	76.63
Deferred Tax	(316.24)	(36.19)
Prior Period Tax Payment	1.14	46.42
Profit after Tax (PAT)	(4803.57)	31.88

Performance of the Company:

Your company during the year under review reported total revenue of ₹ 40969.87 lacs in comparison to ₹ 61405.12 lacs during previous year. The decline in revenue from operations recording a downfall of 33.27% is due to reduction in franchisee inspite of best efforts made by board of directors to improve sales. Recognition of impairment loss on assets of the Company, in accordance to accounting standard (AS) – 28 issued by the Institute of Chartered Accountants of India, in profit and loss account as expenses resulted in a post tax loss of ₹ 4803.57 lacs during the financial year 2012-13 as against profit of ₹ 31.88 lacs during the previous financial year.

Though the revenue from operations and profit after tax of the company has sharply fallen during the year, your directors believe that your company will perform better in the coming years.

Dividend:

During the financial year 2012-13, Board of Directors do not propose and recommend any dividend to the shareholders as your company has reported a loss of ₹ 4803.57 lacs. However, Board of Directors believes that dividend will be recommended in the coming years for shareholders if profit of the company rises.

Unclaimed / Unpaid Dividend

Pursuant to provisions of section 205A read with section 205C of the Companies Act, 1956, dividend which has remain unclaimed by members of the Company and unpaid for seven years after date of its declaration must be transferred to Investor Education & Protection Fund (IEPF). Unclaimed dividend for the financial year 2008-09 shall become due on October 22, 2016 for deposit in IEPF. Members must note that upon transfer of dividend to Investor Education & Protection Fund, they lose their right to make claim on such dividend. Therefore, Members are requested to claim the amount of unpaid / unclaimed dividend before due date.

Business Segment:

Your Company does not have any reportable segment in accordance to Accounting Standard (AS) -17 issued by the Institute of Chartered Accountants of India as it deals in only one segment i.e., Retail segment.



REI Six Ten Retail Limited

Management Discussion and Analysis:

A report on management discussion and analysis is annexed hereto and forms part of this report as required in Clause 49 of the listing agreement with the stock exchanges of India.

Corporate Governance:

The Company has put in place the norms of Corporate Governance in compliance with the provisions of Clause 49 of the listing agreement. A report on Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges forms part of the Annual Report. A certificate to that effect has been obtained from statutory auditors of the Company and is annexed to this report elsewhere.

Environmental Aspects and Social Responsibility:

The Company is committed to improve all aspects of environment. We always aspire to fuse business values, cultural pillars and operating principles to achieve the expectations of our customers, lenders, employees, investors, communities and the wider society. We always pay full attention to promote, improve and maintain our responsibility towards the society as a whole for better socio-economic condition.

Directors:

Pursuant to section 255 of the Companies Act, 1956 and Article 129 of Article of Association of the Company, Shri A. Chatterjee and Shri Manoj Mishra, directors of the Company, shall retire by rotation and being eligible offer themselves for re-appointment. A brief resume of the Director seeking re-appointment, their expertise etc. is given in the notice to the ensuing Annual General Meeting.

Further on the basis of recommendations of Remuneration Committee of the Company, Board of Directors of the Company at its meeting held on 30th July, 2013 accorded their consent for the re-appointment of Shri Sandip Jhunjunwala as Managing Director of the Company for another term of five years with effect from 31st July, 2013.

Board of Directors seeks your approval for the terms of his re appointment and remuneration.

A brief resume of the Directors seeking re-appointment, their expertise etc. is given in the notice to the ensuing Annual General Meeting.

Auditors:

M/s P.K. Lilha & Co., Chartered Accountants, who are Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are being eligible for re-appointment. They have shown their willingness to accept re-appointment as auditors of the Company for the financial year 2013-14. In terms of Section 224A of the Companies Act, 1956, their re-appointment needs to be approved by the members and their remuneration has to be fixed.

Auditors Report:

The Notes on Accounts referred to the Auditors' Report are self explanatory and do not call for any further comments.

Director's Responsibility Statement:

Pursuant to the requirement under Section 17(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- ☐ In preparation of the annual accounts for the financial year ended 31st March, 2013, the applicable accounting standards read with requirement set out under revised Schedule VI to the Companies Act, 1956, have been followed along with the proper explanations relating to the material departures, if any.
- ☐ The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the financial results of the Company as at 31st March, 2013.
- ☐ The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding assets of the Company and for preventing and detecting the fraud and other irregularities.
- ☐ The Directors have prepared the annual accounts for the financial year ended 31st March, 2013 on a going concern basis.

Public Deposits:

The Company has neither invited nor accepted any Public Deposits within the meaning of section 58A of the Companies Act, 1956, during the year under review.

Particulars of Employees:

Information of particulars of employees as required to be furnished pursuant to Section 17(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, forms part of this report. However, as per the provision of Section 19(1)(b)(iv) of the Companies Act, 1956, the reports and accounts are being sent to all the