

**29th
ANNUAL REPORT
2008 - 2009**



R. T. EXPORTS LIMITED

CORPORATE INFORMATION**BOARD OF DIRECTORS****Rashmi Bhimjyani**

Chairman & Managing Director

Tulsi Bhimjyani

Director

N. Rangachary

Director

T. N. V. Ayyar

Director

Bhavik Bhimjyani

Director

Sanat Mehta

Director

REGISTERED OFFICE

508, Dalamal House,
J. B. Road, Nariman Point,
Mumbai - 400 021.

AUDITORS

M/S Mehta & Sanghavi,
25- R, 9th Floor,
Navjeevan Commercial Premises
Lamington Road,
Mumbai - 400 008.

BANKERS

Canara Bank
State Bank of India

**REGISTRARS AND
SHARE TRANSFER AGENTS**

LINK INTIME INDIA PVT. LTD.
C- 13, Panalal Silk Mills Compound.
L. B. S. Marg. Bhandup(West).
Mumbai - 400 078.

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NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of **R. T. EXPORTS LIMITED** will be held on Tuesday, the 29th day of September, 2009 at 508 Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2009 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. N. Rangachary, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. T. N. V. Ayyar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/S Mehta & Sanghavi, Chartered Accountants, Mumbai as the Statutory Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

By order of the Board Directors

Place : Mumbai
Date : 28th August, 2009

RASHMI BHIMJYANI
CHAIRMAN & MANAGING DIRECTOR

Regd. Office:
508, Dalamal House
J. B. Road.
Nariman Point
Mumbai - 400 021.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies in order to effective must be received at the registered office of the Company not less then 48 hours before the Commencement of the Annual General Meeting.

2. Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote at the Meeting.
3. Members/proxies should fill in the attendance slip for attending the Meeting.
4. Reappointment of Directors: At the ensuing meeting, Mr. N. Rangachary and Mr. Mr. T. N. V. Ayyar retires by rotation and being eligible, offers themselves for re-appointment. The details pertaining to these directors required to be provided pursuant to Clause 49 of the Listing Agreement are furnished in the statement on Corporate Governance in the Annual Report.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd September 2009 to Tuesday, 29th September, 2009 (both days inclusive)
6. Members holding shares in physical form are requested to notify/ send the intimation of their change in address and details of Bank account at the earliest to the Share Transfer Agents viz: Link Intime India Pvt. Ltd., C- 13, Panalal Silk Mills Compound. L. B. S. Marg. Bhandup(West). Mumbai - 400 078.

Members holding shares in the electronic form are advised to inform changes in address/ Bank mandate directly to their respective Depository Participants.

7. Member desirous of getting any information relating to the accounts and operation of the Company are requested to address their queries at least 7 days in advance of the meeting so that the information required may be made available at the meeting.
8. Members are requested to bring their copy of Annual Report to the meeting.

By order of the Board Directors

Place : Mumbai
Date : 28th August, 2009

RASHMI BHIMJYANI
CHAIRMAN & MANAGING DIRECTOR

DIRECTORS REPORT

Your Directors have pleasure in presenting the 29th Annual Report together with the audited statement of Accounts for the financial year ended 31st March 2009.

1. FINANCIAL HIGHLIGHTS

The Financial Results for the year ended 31st March 2009 are as under:

Rs. in Lacs

	March 31, 2009	March 31, 2008
Sales & Services	924.40	679.99
Other Income	42.31	74.40
Profit Before Deprecation & Interest	143.35	242.58
Less: Depreciation	59.42	61.79
Interest	4.37	24.30
Profit before Tax	79.56	156.49
Provision for taxation (Net)	(2.90)	(0.60)
Prior Period Item	(2.47)	(1.31)
Profit / (Loss) after Tax	74.19	154.58
Add: Balance Brought Forward from Previous Year	(169.85)	(324.43)
Balance Carried to Balance Sheet	(95.66)	(169.85)

2. FINANCIAL REVIEW

During the period under review, the Company has earned income from sales & Services of Rs. 924.40 Lacs as compared to Rs. 679.99 Lacs in 2007-08. Your Company has achieved Profit before tax of Rs 79.56 Lacs as Compared to Rs. 156.49 Lacs showing the decrease Rs. 76.93 Lacs Your Company has initiated necessary measure to improve the profitability of the Company.

2. DIVIDEND

In view of the accumulated losses, the Directors express their inability to recommend any dividend for the year under review.

3. FIXED DEPOSITS

During the year under review, the Company has not accepted any fixed deposits from the public.

4. DIRECTORS

Mr. N Rangachary and Mr. T.N.V Ayyar retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

Brief profile of the Directors proposed to be reappointed is given in the corporate Governance report.

5. PARTIAL REDEMPTION OF PREFERENCE SHARES AND PREFERENTIAL ALLOTMENT OF EQUITY SHARES

During the year under review, 4,02,843 Preference Shares of Rs. 100/- each were redeemed out of 11,98,258 Preference share of Rs. 100 each. The Board of Directors

at their meeting held on 15th October, 2008, allotted 5,50,000 Equity Shares of Rs. 10/- each at a premium of Rs. 63.24 pursuant to the Special resolution under Section 81(1A) of the Companies Act, 1956.

6. AUDITORS

M/s Mehta & Sanghavi , Chartered Accountants , the statutory Auditors of the Company, holds office upto the conclusion of the forthcoming Annual General Meeting and has given their consent for reappointment and has confirmed that their appointment, if made, would be in conformity with the limit prescribed in Section 224(1B) of the Companies Act, 1956. It is proposed to reappoint them as auditor for the financial year 2009-10.

7. AUDITORS REPORT

There being no observation made by the Auditors in respect of financial results for the year ended as on 31st March, 2009. Your directors are not required to offer any comments pursuant to section 217(3) of the Companies Act, 1956.

8. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956 the Directors state that:

- a) In the preparation of Annual Accounts for the financial Year ended 31st March 2009 the applicable accounting standards have been followed along with proper explanation to material departures.
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2009 and of the profit of the Company for the year under review.
- c) The 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 frauds and other irregularities.
- d) The Annual Accounts have been prepared on a going concern basis.

9. PARTICULARS OF EMPLOYEES;

As there are no employees in receipt of remuneration of Rs. 24,00,000/- or more for the year or Rs, 2,00,000/- per month if employed for part of the year, the statement under Section 217 (AA) is not applicable.

10. PARTICULARS UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956**A. Conservation of energy;**

The requirement for disclosure of particulars with respect to conservation of energy is not applicable to the agro export activities of the company.

B. Research and Development:

The Company has applied and followed the general acceptable technology available

and used by the Industry. The Company has not acquired any new technology during the year. The Company has not incurred any expenses on R & D during the year.

1. Specified areas in which other Company has put in research and development efforts are: Nil
2. Benefits derived as a result of the above research and development: N. A.
3. Future plans for action: Nil
 - (a) Technology absorption, adoption and innovation;
 - The Company has fully absorbed the technology already available to it.
 - (b) Benefit to be derived as a result of the above;
 - Not applicable

C. Foreign exchange earning and outgo:

- (c) Foreign Exchange

Earned (on FOB basis) : Rs. 58,583,466/-

Outgo : Rs. 21,29,122/-

11. CORPORATE GOVERNANCE

A report on corporate governance along with a certificate from M/S Ashish Agarwal & Associates, Company Secretaries in practice, regarding compliance of requirements of Corporate Governance pursuant to clause 49 of the listing agreement with Stock Exchange are annexed hereto.

12. INVESTOR GRIEVANCES COMMITTEE

Investor's relations have been cordial during the year. As a part of the compliance, the Investor's Grievances Committee is dealing with the issues relating to investors. There were no investor's grievances pending as on 31st March, 2009. A confirmation to this effect has been received from the Company's Registrar and Share Transfer Agent.

13. ACKNOWLEDGEMENT

Your Directors place on record their grateful appreciation for the support and cooperation extended to the Company by Banks, Government authorities, Customers during the year under review. The Directors would also like to thank the employees for their continue support and contribution in ensuing and excellent all round performance

For and behalf of the Board of Directors

Place: Mumbai
Date: 28th August, 2009

RASHMI BHIMJANI
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)

A. Industry structure and developments

Rice Industry is an important constitute in agricultural sector of Indian Economy. It gives major employment for handling the movement of rice and transport industry. It has fast growing brand demand in domestic as well as International market. Branded rice demand is slowly spreading to rural sector rice being stable food for major Indian population. Further substantial portion of Basmati rice produced in India has huge demand in domestic as well as International I market.

B. Opportunities and threats

i) Opportunities

Going ahead, the Company's outlook appears optimistic for the following reasons:

- Rice continues to be staple food of about 65 percent of India's population, which is increasing.
- The basmati rice segment continues to be highly organised, an attractive market share available to the company to capture.
- The Company has large production capacities, enjoying a relatively low processing cost.
- With an increase in global per capita incomes, the demand for better basmati qualities has increased significantly.

ii) Threats

- Increasing competition from other Indian companies operating in similar segments.
- Increasing competition from the countries that offers low cost manufacturing bases such as Vietnam and Thailand in the area of non-basmati rice.

C. Segment-wise or product-wise performance.

i) The business groups comprise the following:-

Agro - Agro commodity such as rice, pulses, Rajgira etc.

Investment/ Security transaction

Services

Rent

ii) The Geographical segments considered for disclosure are:

- Sales within India
- Sales outside India

The segment wise financial detail is given in Schedule 21 under the head Segment Reporting.

D. Outlook

During the financial year 2009-10, production of rice may decrease due to poor rain in major parts of the country. Government of India has also put ban on Non-Basmati rice. Hence export of Non - Basmati rice is not possible and we have to compete with the exporters of other countries for exports of Basmati rice. However, your Company is optimistic in sale of rice in local as well as international market due to increase in population.

E. Risks and Concerns**Climatic risk**

Production of Rice is largely depend upon rains and change in climate , which may lead to shortage of production of Rice.

Risk mitigation

The company largely procures rice and rajgira from Uttar Pradesh, Uttaranchal, Haryana, Punjab, Gujrat and Rajasthan. The areas of rice cultivation are situated in the locations that enjoy abundant rainfall reinforced by adequate irrigation facilities in the respective areas.

Foreign exchange risk

Given its large exports, R. T. Exports Limited is exposed to foreign exchange risk.

Risk mitigation

The company's exposure to this risk is well within its hedging guidelines. All revenue exposures are hedged to the maximum extent. Depending on the volatility of local currencies, the extent of risk covers could vary.

Realisations risk

Any decline in the realisations would directly affect the company's performance.

Cost risk

The company generally markets aged rice, leading to an accumulation of its inventory and resulting in a higher debt cost. Moreover, increased freight could dent profitability.

F. Internal Control Systems and their adequacy

The Company has in place adequate internal control systems and procedures to commensurate with the size and nature of its business. The internal control systems in the Company are reviewed by the Board of Directors which would provide assurance regarding the effectiveness and efficiency of operation, reliability of financial reporting and compliance with applicable laws and regulations. The transactions are authorized, recorded and reported in conformity with *generally accepted accounting practices*.

All employees are rigorously exposed and trained to follow the Company's business conduct guidelines with integrity as the foundation of every transaction and activity that is undertaken.

G. Discussions on financial performance with respect to operational performance

(Rs. in Lacs)

Description	2008-2009	2007-2008	Changes %
Sales & Services	924.40	679.99	35.94
Other Income	42.31	74.40	(43.13)
Profit before Tax	79.56	156.49	(49.16)
Profit / (Loss) after Tax	74.19	154.58	(52.00)

During the period under review, the Company has earned income from sales & Services of Rs. 924.40 Lacs as compared to Rs. 679.99 Lacs in 2007-08. Your Company has achieved Profit before tax of Rs 79.56 Lacs as Compared to Rs. 156.49 Lacs showing the decrease Rs. 76.93 Lacs

H. Human Resource Development

The development of human resources is the top most priority as the Company considers human resources as the most important asset. Value addition in human resources is emphasized throughout the organization. Regular training is provided through well structured and objective programs.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the markets in which the Company operates, changes in the government regulations, tax laws and statutes and other incidental factors.

For and behalf of the Board of Directors

Place: Mumbai
Date: 28th August, 2009

RASHMI BHIMJYANI
Chairman & Managing Director

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company aims at achieving transparency, accountability and equity in all area of its operations, and in all its interactions with the stake-holders, including the shareholders, employees, lenders and other constituents while fulfilling the role of a responsible corporate representative committed to good corporate practices.

The Company believes that all its operations and actions must result in enhancement of overall shareholder value in terms of maximization of shareholders benefits etc. over a sustained period of time. The Board also ensures that the Company's management and employees operate at the highest degree of ethical standards.

BOARD OF DIRECTORS

a) Composition and category of Directors

The Board of Directors of your company comprises of six (6) Directors as on 31 March 2009 representing the optimum combination of professionalism, knowledge and experience. Out these six members, three of them are Executive Directors and are forming part of the promoters group of the Company and other three are Independent Non- Executive Directors.

Name of Director	Designation	Category	
		Executive/ Non-Executive	Independent/ Non-Independent
Mr. Rashmi Bhimjyani	Chairman & Managing Director	Executive	Non - Independent
Mr. Tulsi Bhimjyani	Director	Executive	Non - Independent
Mr. Bhavik Bhimjyani	Director	Executive	Non - Independent
Mr. N. Rangacharya	Director	Non - Executive	Independent
Mr. T. N. V. Ayyar	Director	Non - Executive	Independent
Mr. Sanat Mehta	Director	Non - Executive	Independent

None of the directors on the Board is a Member on more than ten committees. Necessary disclosures have been made by the Directors in this regards.

b) Board Meetings

Board meetings are normally held at the Registered Office of the Company. The dates of Board meetings are fixed well in advance and intimated to the Board Members so as to enable them to plan accordingly.

The Board is responsible for the management of the business and meets regularly for discharging its role and functions. The members of the Board have complete freedom to express their views and all the decisions are taken on the basis of a consensus arrived at after detailed discussion on each item of the agenda.

Details of Board Meetings held and the dates on which held during the financial year 2008-09.

Name of Directors	Rashmi Bhimjyani	Tulsi Bhimjyani	Bhavik Bhimjyani	N. Ranga Charya	T.N.V. Ayyar	Sanat Mehta
Designation	Chairman & Managing Director	Executive Director	Executive Director	Independent Directors		
Date of Board Meeting						
April 17, 2008	P	P	L	P	P	P
April 30, 2008	P	L	P	P	L	P
July 31, 2008	P	P	P	P	L	P
Oct. 15, 2008	P	P	P	P	P	P
Jan. 31, 2009	P	P	P	P	L	P

P - Present L - Leave of Absence

The time gap between any two meetings did not exceed four months. The information as prescribed under clause 49 of the Listing Agreement was placed before the Board from time to time, as required.

C) Details of Directorships and Membership / Chairmanship of each Director (including R. T. Exports Limited):

Sr. No.	Name of the Director	No. of Directorships*	Board Committees**	Chairmanships of Board Committees**
1	Mr. Rashmi Bhimjyani	1	Nil	Nil
2	Mr. Tulsi Bhimjyani	1	1	Nil
3	Mr. Bhavik Bhimjyani	1	2	Nil
4	Mr. N. Rangacharya	5	2	Nil
5	Mr. T. N. V. Ayyar	6	8	4
6	Mr. Sanat Mehta	2	2	1

*The Directorships held by Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Private Limited Companies and Companies incorporated Under Section 25 of the Companies Act, 1956.

**In accordance with Clause 49 of the Listing Agreement, Memberships / Chairmanships of only Audit Committees and Investor Grievance / Shareholders Committee, Remuneration Committee of all Public limited Companies (including R. T. Exports Limited) have been considered

d) Brief Profiles of Directors to be reappointed at the Annual General Meeting:

Mr. N. Rangachary, 71, is a fellow member of the Institute of Chartered Accountants of India, Institute of Cost and works accountants of India & Institute of Company Secretaries of India. He joined the Insurance Regulatory and Development Authority (IRDA) in 1997 and was elected as the first Chairman of the Statutory IRDA in 2000 and retired from IRDA in June 2003. He was appointed Adviser- Government of AP in the Finance Dept in Nov 2003 and continued till Nov 2008. He is a director in quite a few Pvt Ltd & public Ltd companies like Max India Ltd, Shriram EPC Limited, Gokuldas Export Limited etc.

Mr. T. N. V. Ayyar, 48, is a Chartered Accountant. He is an independent financial consultant involved in corporate finance and investment advisory related practice. He has over twenty years post qualification experience. He is also involved in development and public finance, privatizations and investment banking in advisory capacity. He has spent over four years as a long term consultant to projects funded by multilateral & bilateral agencies in over twelve developing countries around the world. He also serves on the Boards of several Indian and multinational companies as a non-executive director. These companies include those engaged in consumer durables, aviation, networking and telecom solutions, power transmission & distribution, 3D animation, agro processing & logistics, software development, asset management, banking & finance and insurance.

e) Code of Conduct:

The Board of Directors of the Company have approved and adopted code of conducts for Members of the Board of Directors and senior management of the Company. The Code is circulated to all the members of the Board and Senior management personnel and the compliance of the same is affirmed by them annually.

A declaration of affirming compliance with the code of conduct by the members of the Board and senior management is given below:

Declaration

I confirm that the company has obtained from all Directors and Senior Management of the Company their affirmation of compliance with the "Code of conduct for Members of the Board of Directors and Senior management of the company for the financial year ended 31st March, 2009.

Rashmi Bhimjyani
Chairman & Managing Director

BOARD COMMITTEES

a) Audit Committee

Composition:

The Audit Committee presently comprises of three members namely, Mr. Sanat Mehta, Mr. N. Rangachary and Mr. Bhavik Bhimjyani of which initial two are independent directors. All of them have financial and accounting Knowledge. The composition of the Audit Committee meets the requirement of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

Objective:

The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliances with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting processes of the Company, the audit of the Company's Financial Statements, the appointment, independence and performance of internal auditors and the Company's risk management policies.

Meetings:

During the year under review, Five (5) meetings of the Audit Committee were held on 30th April, 2008, 31st July, 2008, 27th August, 2008, 15th October, 2008 and 31st January, 2009.

Attendance of each Member at the Audit Committee Meetings held during the year

Name of Committee Member	Designation	No. of Meeting Held	No. of Meeting Attended
Mr. Sanat Mehta	Chairman, Independent Director	5	5
Mr. N. Rangacharya	Member, Independent Director	5	5
Mr. Bhavik Bhimjyani	Member, Executive Director	5	5

The Chairman of the Audit Committee was present at the last Annual General Meeting.

Terms of References:

The term of references / powers of the Audit Committee are as under:

i). Powers of the Committee

The Committee has vested with the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advise.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Other powers as may be mandated by any Law for time being force or as per Listing Agreement.

ii). Functions of Committee.

The Committee shall function primarily in the following roles:

1. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditors and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit Findings
 - e. Compliance with listing and other legal requirements relating to financial statements

- f. Disclosure of any related party transactions
- g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors on any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of Concern.
12. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

b) Remuneration to Managing Director:

No remuneration being paid to Mr. Rashmi Bhimjyani, Managing Director of the Company. No remuneration is paid by way of commission to any Non executive Directors.

c) Investors' Grievance Cum Share Transfer Committee

Composition:

Investors' Grievance cum Share Transfer Committee of the Board comprises of 3 members namely Mr. Sanat Mehta, Mr. Tulsi Bhimjyani and Mr. Bhavik Bhimjyani out of which Mr. Sanat Mehta is independent non-executive director.

During the Financial year 2008-09, Mr. N. Rangachary resigned from above said Committee with effect from 17th April, 2008 and Mr. Tulsi Bhimjyani was appointed as member of Committee with effect from 17th April, 2008.

Objectives:

The objective of the Shareholders Grievance Committee is to review and address the grievances of the Shareholders in respect of share transfers, transmissions, non-receipt of annual report, non-receipt of declared dividend etc., and other related activities. The Committee oversees performance of the Registrar and Transfer Agents of the Company, and recommends measures for overall improvement in the quality of investor services. The Committee also monitors implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992.

Meetings:

During the year under review, Four (4) meetings of the Audit Committee were held on 30th April, 2008, 31st July, 2008, , 15th October, 2008 and 31st January, 2009.

Attendance of each Member at the Investors' Grievance Committee held during the year:

Name of Committee Member	Designation	No. of Meeting Held	No. of Meeting Attended
Mr. Sanat Mehta	Chairman, Independent Director	4	4
Mr. Tulsi Bhimjyani	Member, Executive Director	4	4
Mr. Bhavik Bhimjyani	Member, Executive Director	4	4

Investor Grievance Redressal

Number of Complaints received and resolved to the satisfaction of Investors during the year under review and their break-up are as under:-

Nature of Complaints	Received	Resolved
Non-Receipt of Certificate	2	2
Non-Receipt of Demat Credit / Remat	1	1
Non Receipt of Rejected DRF	1	1
Total:	4	4

There were no outstanding complaints as on 31 March 2009.

Compliance Officer

Name of the Compliance Officer	Mr. Tulsi Bhimjyani
Address	508, Dalamal House, Jamnalal Bajaj Marg, Nariman Point, Mumbai- 400 021
Contact No.	+91 22 22840000
E-mail	tulsi@rtexports.com
Fax	+91 22 66307000

Details of Attendance of Directors at Last Annual General Meeting(AGM) and Extra - ordinary General Meeting

Sr. No.	Name of Director	Last AGM attended - 30th September, 2008	Extra - ordinary General Meeting attended - 19th May, 2008
1	Mr. Rashmi Bhimjyani	Yes	Yes
2	Mr. Tulsi Bhimjyani	Yes	No
3	Mr. Bhavik Bhimjyani	Yes	Yes
4	Mr. N. Rangacharya	Yes	Yes
5	Mr. T. N. V. Ayyar	Yes	Yes
6	Mr. Sanat Mehta	Yes	Yes

At the Extra - ordinary General Meeting of the Company held on 19th May, 2008, Members had passed a Special Resolution for extension of time for redemption of 7,00,000 Non cumulative preference shares of Rs. 100 each to Peninsula Gateways Pvt. Ltd up to 31st March, 2013 and authorizing the Board of Directors of Company to allot 550000 Equity shares to Harmony holding Limited under section 81(1-A) of the Companies Act, 1956.

No Ordinary or Special resolution was passed through postal Ballot during Financial year 2008-09. None of the resolutions proposed at the ensuing Annual General Meeting needs to be passed by Postal Ballot.

Insider Trading:

The Company has adopted code of conduct for prevention of Insider Trading pursuant to the Insider Trading Regulations as amended from time to time issued by SEBI. The code of conduct is applicable to all Directors and key Management Personnel of the Company who are expected to have access to information related to the Company which can have impact on the prices of the shares of the Company.

Details of past three years Annual General Meetings (AGM) :

Year	Venue/Location	Day & Date	Time
2008	508, Dalamal House, J. B. Road, Nariman Point, Mumbai - 400 021.	Tuesday, September 30, 2008	10.00 AM
2008 (EOGM)	508, Dalamal House, J. B. Road, Nariman Point, Mumbai - 400 021.	Monday, May 19, 2008	11.00 AM
2007	508, Dalamal House, J. B. Road, Nariman Point, Mumbai - 400 021.	Saturday, September 29, 2007	10.00 AM
2006	508, Dalamal House, J. B. Road, Nariman Point, Mumbai - 400 021.	Friday, September 29, 2006	10.00 AM

OTHER DISCLOSURES**● Related Party Transactions**

The company follows the following policy in disclosing the related party transactions to the Audit Committee:

- i A statement in summary form of transactions with related parties in the ordinary course of business is placed before the Audit Committee.
- ii Details of material individual transactions with related parties which are not in the normal course of business is placed before the Audit Committee.
- iii Details of material individual transactions with related parties or others, which are not on an arm's length basis is placed before the Audit Committee, together with Management's justification for the same.

There were no transactions of a material nature with the directors or the management, the Company's subsidiary or relatives of the directors during the financial year which could have potential conflict with the interest of the Company at large. Necessary disclosures in regard to the Transactions with related parties have been made in the Financial Statements under Notes to Accounts - "Related Party Transactions".

- **Financial Statements and Accounting Treatment**

The Company has followed all applicable Accounting Standards.

- **Risk Management**

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

- **Compliances by the Company**

There were no instances of non compliance by the Company on any matters related to the capital markets or penalties/strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three financial years.

Whistle Blower Policy and Access of personnel to the Audit Committee

The Company has not established the non mandatory requirement of Whistler Blower Policy. However, the Company's personnel have access to the Chairman of the Audit Committee in cases such as concerns about unethical behavior, fraud and other grievances. No personnel of the Company have been denied access to the Audit Committee.

Compliances with the Mandatory requirements and implementation of the Non - mandatory requirements:

The Company has complied with the mandatory requirements of the Corporate Governance clause 49 of the Listing Agreement. The Company has not implemented the non - mandatory requirements enlisted by way of annexure to clause 49 of the Listing agreement.

- **Practising Company Secretary Certificate of Corporate Governance**

As required by Clause 49 of the Listing Agreement, a certificate issued by Ashish Agarwal & Associates, Practicing Company Secretaries, regarding compliance norms is given as an annexure to this report.

- **Means of Communication**

The Company regularly intimates its financial results to the Stock Exchanges as soon as these are taken on record /approved. The financial results, quarterly, half yearly and Annual results and other Statutory information were communicated to the shareholders by way of an advertisement in Free Press Journal (English) and Navshakti (Marathi local) having wide circulation.

Management Discussions and Analysis Report forming part of annual report is annexed separately.

General Shareholders Information**● Next Annual General Meeting**

Day & Date : Tuesday, 29th September, 2009

Time : 10.00 a.m.

Venue : 508, Dalamal House, Jamnalal Bajaj Marg,
Nariman Point, Mumbai- 400 021.

● Financial Calendar for 2009-2010 :-**(Tentative date)**

The Financial year of the company ends on every 31st March.

- i) Un-audited results for the quarter ended 30th June 2009 -- Last week of July 2009
- ii) Un-audited results for the quarter/half Year ending 30th September 2009 -- Last week of October 2009
- iii) Un-audited results for the quarter ending 31st December 2009 -- Last week of January 2010
- iv) Un-audited results for the year ending 31st March 2010 -- Last week of April 2010

● Book Closure date:

The Company's Register of Members and Share Transfer Books will remain closed from Tuesday 22nd September 2009 to Tuesday 29th September 2009 (both days inclusive).

Registered Office: 508, DALAMAL HOUSE, JAMNALAL BAJAJ MARG,
NARIMAN POINT, MUMBAI - 400 021.

TEL: (91-22) 2284 0000

FAX: (91-22) 6630 7000

● Listing

The Company's equity shares is listed at the following Stock Exchange:

1) The Stock Exchange, Mumbai (BSE)

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001.

Ph: +91 -22 - 22721233 Fax: +91 - 22 -22723677

2) Scrip Information:

Name of the Exchange	Trading Symbol/Code
The Stock Exchange, Mumbai (BSE)	512565
ISIN Demat	INE 581D01015

- 3) The Company has depository connectivity with NSDL & CDSL and has paid Annual Custody Fees for the financial year 2009-2010.
- 4) The Company has paid Annual Listing Fees for the above Stock Exchanges for the financial year 2009-2010.

- Stock Market Price data:**

Month	High (Rs.)	Low (Rs.)	BSE Sensex	
			High	Low
April 2008	70.00	56.50	17,480.74	15,297.96
May 2008	67.00	48.00	17,735.70	16,196.02
June 2008	70.20	48.10	16,632.72	13,405.54
July 2008	70.00	60.85	15,130.09	12,514.02
August 2008	78.65	64.15	15,579.78	14,002.43
September 2008	60.95	52.40	15,107.01	12,153.55
October 2008	56.35	53.55	13,203.86	7,697.39
November 2008	51.00	48.40	10,945.41	8,316.39
December 2008	50.00	46.55	10,188.54	8,467.43
January 2009	44.25	42.05	10,469.72	8,631.60
February 2009	46.00	40.90	9,724.87	8,619.22
March 2009	44.00	41.00	10,127.09	8,047.17

- Shareholding Pattern as on 31 March, 2009**

Category	Shareholders		Shares	
	Numbers	% of total shareholders	Numbers	% to total Capital
Promoters	12	62.52	2,725,367	62.52
Mutual Funds & UTI	2	0.01	300	0.01
Banks, FIS Insurance Co.	2	12.63	5,50,500	12.63
Private Corporate Bodies	49	2.83	123215	2.83
Indian Public	2106	20.45	8,92,013	20.45
NRI / OCBs	230	1.55	67,500	1.55
Other Clearing member	1	0.001	105	0.01

- Distribution Schedule as of 31 March 2009:**

Distribution	No. of Shareholders	No. of Shares	% of Shareholding
Less than 500	2181	289719	6.6465
501 -1000	109	87907	2.0167
1001-2000	59	92773	2.1283
2001-3000	14	37300	0.8557
3001-4000	5	16726	0.3837
4001-5000	5	19163	0.4396
5001-10000	8	56761	1.3022
Above 10000	21	3758651	86.2274
Total		4,359,000	100.00

- **Registrar & Share Transfer Agents:**

In order to attain speedy processing and disposal of share transfer and other allied matters, the Board has appointed M/s Link Intime (India) Private limited as the Registrar and Share Transfer Agents of the Company. Their Correspondence address is as follows:

M/s. Link Intime India Private Limited (Previously known as Intime Spectrum Registry Limited)(Unit - R. T. Exports Limited)

C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup - West, Mumbai - 400 078
Ph : 022 - 2596 0320 Fax : 022 - 2596 0329

- **Share Transfer System:**

The trading in Equity shares of the Company being in compulsory demat form are transferable through depository system. The share in physical form are processed by the Registrar and Transfer Agents and approved by the investors' Grievance Cum Share Transfer Committee.

The applications for transfer of shares held in physical form are received at the office of the Registrar and Share Transfer Agents of the Company. All valid transfers are processed within 30 days from the date of lodgment.

On 31 March 2009, there was no unprocessed transfer pending.

- **ECS Mandate**

To service the investors better, the Company requests all the shareholders who hold shares in dematerialized form to update their bank particulars with their respective depositories immediately. Shareholders holding shares in the physical form may kindly forward the bank particulars to our Registrars to the address mentioned above.

- **Dematerialisation of shares and liquidity**

As at 31st March, 2009, 81.08% of shareholding was held in dematerialized form with NSDL and CDSL, while 18.92% was held in physical form.

- **Outstanding GDRs/ADRs/Warrants**

There are no outstanding GDRs/ADRs/Warrants or any convertible instruments, as on 31st March, 2009, likely to have an impact on the Equity Share Capital of the Company.

- **Investor Correspondence:**

Registrar and transfer Agent (Share transfer and communication regarding share certificates and change of address.	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
Compliance Officer	Tulsi Bhimjyani, 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021. Tel : 91-22-22840000 Fax : 91-22-66307000 Email : tulsi@rtexports.com

For and on behalf of the Board

Place : Mumbai
Date : 28th August, 2009

Rashmi Bhimjyani
Chairman & Managing Director

CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY

We, Rashmi Bhimjyani, Managing Director and Rajesh R. Shah, Chief Financial officer of **R. T. Exports Limited** certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2009 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to taken to rectify these deficiencies.
- (d) During the year:
- (i) there has no significant changes in internal control over financial reporting;
 - (ii) there have not been any significant changes in accounting policies and that the same have been disclosed in the notes to the financial statements; and
 - (iii) there have been no instances of significant fraud of which we are aware that involve management or other employees having a significant role in the company's internal control system over financial reporting.

Rashmi Bhimjyani
Managing Director

Rajesh R. Shah
Chief Financial officer

Place : Mumbai

Date : 28th August, 2009

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **R. T. EXPORTS LIMITED**

We have reviewed the implementation of Corporate Governance procedures by R T Exports Limited during the year ended 31st March 2009, with the relevant records and documents maintained by the Company and furnished to us for our review and the report of Corporate Governances as approved by the Board of directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreements.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Share Transfer and Shareholders/ Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Ashish Agrawal & Associates
Company Secretary

Sd/-
Ashish Agrawal
Proprietor
C. P. No. 6872

Place : Mumbai
Date : 28th August, 2009

AUDITOR'S REPORT

To,
The members of **R.T. Exports Limited**

1. We have audited the attached Balance Sheet of R.T.Exports Ltd., as at 31st March 2009, and also the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditors Report) (Amended Order), 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit,
 - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books and a proper return adequate for the purpose of audit has been received from branches not visited.
 - (iii) The Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) in our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - (v) On the basis of written representations received from directors of the company as at 31st March 2009 and taken on record by the Board, we report that none of the Directors is disqualified as on 30th April 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956.
 - (vi) In our opinion and to the best of our information and according to the explanation given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2009;
 - (b) in the case of the Profit and Loss account, of the profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

FOR MEHTA & SANGHAVI
CHARTERED ACCOUNTANTS

(K. C. MEHTA)
PARTNER

MEMBERSHIP NO. 35814

Place : Mumbai
Date : 28th August, 2009

ANNEXURE

Re: **R. T. Exports Limited**

Referred to in paragraph 3 of our report of even date,

- (i) (a) The Company has maintained proper records showing full particulars including Quantitative details and situation of Fixed Assets.
- (b) All the assets have been physically verified by the management during the year as per their programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) No fixed assets have been disposed off during the year..
- (ii) (a) The inventory has been physically verified by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) As informed to us, the company has taken unsecured loans from Parties covered in the register maintained under section 301 of the Companies Act, 1956. The number of Parties are 5 and the maximum amount Outstanding at any time during the year is Rs. 126,677,568/-. No such loans have been granted by the Company.
- (b) No interest has been paid on the above loans and the other terms and conditions are not prima facie prejudicial to the interest of the company.
- (c) The repayment of these loans have been regular and as per the terms of loan.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the companies Act, 1956 have been so entered.
- (b) In case of transactions exceeding the value of five lakhs rupees in the financial year in respect of any party; in our opinion, each of these transactions have been made at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion & according to information & explanations given to us, the company has not accepted any deposits from public & the provisions of sections 58A & 58AA & the Rules framed there under, where applicable, have been complied with. We are informed that the Company Law Board has passed no order in this regard.
- (vii) In our opinion, the company has an internal audit system, which needs to be strengthened to make it commensurate with its size and nature of its business.
- (viii) We are informed that the Central Government has not prescribed maintenance of any cost records under section 209(1) (d) of the Companies Act, 1956.

- (ix) (a) The company is generally regular in depositing with appropriate authorities undisputed Statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty and cess were in arrears, as at 31st March 2009 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of Income tax, customs duty, wealth tax, excise duty and cess, which have not been deposited on account of any dispute.
- (x) The accumulated losses at the end of the financial year are less than fifty percent of the Net worth and the company has not incurred cash losses during the year and in the preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank.
- (xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- (xiv) In respect of dealing in shares, securities and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries are made therein. The shares, securities and other Investments have been held by the company in its own name.
- (xv) The company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) According to the Information and explanations received, the company has not raised any Term Loan during the year.
- (xvii) According to the Information and explanations received, the company has not applied short-term borrowings for long-term use.
- (xviii) During the year the company redeemed 402,843, 6 % Non Cumulative Redeemable Preference shares of Rs.100 each by issuing 550,000 Equity shares of Rs.10 each on preferential basis to the preference share holders at a premium of Rs.63.24 as per BSE approval dated 1st October 2008.
- (xix) The company has not issued any debentures during the period.
- (xx) The company has not raised any money by public issue during the period.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For MEHTA & SANGHAVI.
CHARTERED ACCOUNTANTS

(K. C. MEHTA)
PARTNER

MEMBERSHIP NO. 35814

Place: Mumbai
Date: 28th August, 2009

R.T.EXPORTS LIMITED
BALANCE SHEET AS AT 31st MARCH, 2009

	SCHEDULE	As at 31.03.2009 Rs.	As at 31.03.2008 Rs.
<u>SOURCES OF FUNDS</u>			
Shareholders' Funds			
Share Capital	1	193,131,500	227,915,800
Reserves and Surplus	2	70,351,500	35,569,500
		<u>263,483,000</u>	<u>263,483,300</u>
Loan Funds			
Secured Loans	3	-	14,487,194
Unsecured Loans	4	-	15,175,000
		-	<u>29,662,194</u>
TOTAL		<u>263,483,000</u>	<u>293,147,494</u>
<u>APPLICATION OF FUNDS</u>			
Fixed Assets			
Gross block	5	141,592,455	141,532,429
Less: Depreciation		77,276,330	71,334,191
Net block		64,316,125	70,198,238
Capital Advances		396,499	396,499
		<u>64,712,624</u>	<u>70,594,737</u>
Investments	6	<u>261,964</u>	<u>11,530,191</u>
Current Assets, Loans and Advances			
Inventories	7	165,378	7,341,433
Sundry debtors	8	3,590,527	11,149,354
Cash and Bank Balances	9	7,444,703	5,286,735
Loans and Advances	10	251,938,412	265,222,860
		<u>263,139,020</u>	<u>289,000,382</u>
Less : Current Liabilities and Provisions			
Current Liabilities	11	74,027,363	95,285,388
Provisions	12	504,851	181,456
		<u>74,532,214</u>	<u>95,466,844</u>
Net Current Assets		<u>188,606,806</u>	<u>193,533,538</u>
Miscellaneous Expenditure	13	336,200	504,300
(To the extent not written off or adjusted)			
Profit & Loss Account		9,565,406	16,984,728
TOTAL		<u>263,483,000</u>	<u>293,147,494</u>
Notes To Accounts	21		

As per our report of even date

For Mehta & Sanghavi
Chartered Accountants

K C Mehta
 Partner
 Membership No. 35814

Place: Mumbai
Date: 28th August , 2009

RASHMI BHIMJYANI
 Chairman & Managing Director

TULSI BHIMJYANI
 Director

BHAVIK BHIMJYANI
 Director

Place: Mumbai
Date: 28th August , 2009

R.T. EXPORTS LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2009

	SCHEDULE	As at 31.03.2009	As at 31.03.2008
INCOME		Rs.	Rs.
Sales & Services	14	92,440,474	67,999,872
Other Income	15	4,231,364	7,440,774
Increase / (Decrease) in Stocks	16	(6,414,055)	(12,116,768)
		<u>90,257,783</u>	<u>63,323,878</u>
EXPENDITURE			
Cost Of Materials	17	58,274,170	25,553,434
Personnel Cost	18	1,502,438	1,097,247
Other Expenditure	19	14,811,413	12,356,169
Financial Charges	20	538,656	2,488,152
Depreciation	5	5,942,139	6,179,986
		<u>81,068,816</u>	<u>47,674,987</u>
Profit Before Exceptional Items and Taxation		9,188,967	15,648,891
Extraordinary item - (Loss)		(1,233,000)	-
Refer Notes to Accounts, Schedule 21-C(xi)			
Profit Before Tax		7,955,967	15,648,891
Provision for Taxation			
Current Tax		200,000	-
Deferred Tax		-	-
Fringe Benefit Tax		89,908	60,000
Profit After Tax And Before Prior Period Items		7,666,059	15,588,891
Prior Period Items		(246,737)	(131,074)
Profit After Taxation		7,419,322	15,457,817
Balance brought from last year		(16,984,728)	(32,442,546)
Balance carried to balance sheet		(9,565,406)	(16,984,728)
Basic and Diluted Earnings Per Share (In Rupees)			
Refer Notes to Accounts, Schedule 21-C(vii)			
Before Extraordinary item		2.13	4.06
After Extraordinary item		1.83	4.06
Face Value Per Share (In Rupees)		10.00	10.00
Notes to Accounts	21		
As per our report of even date		For and on behalf of the Board	
For Mehta & Sanghavi		RASHMI BHIMJYANI	
Chartered Accountants		Chairman&Managing Director	
K C Mehta		TULSI BHIMJYANI	
Partner		Director	
Membership No. 35814		BHAVIK BHIMJYANI	
		Director	
Place: Mumbai		Place: Mumbai	
Date: 28th August , 2009		Date: 28th August , 2009	

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31.03.2009	As at 31.03.2008
	Rs.	Rs.
SCHEDULE 1 : SHARE CAPITAL		
Authorized		
17,000,000 Equity Shares of Rs.10/-each	170,000,000	170,000,000
1,900,000 (Previous Year 1,900,000) Preference Shares of Rs.100/- each	190,000,000	190,000,000
	<u>360,000,000</u>	<u>360,000,000</u>
Issued Subscribed and Paid Up		
4,359,000 , Equity Share (Previous Year 3,809,000) of Rs.10/- each fully paid up of the above 562,500 shares of Rs. 10/- each were allotted as fully paid up bonus shares by capitalization of free reserves. (Refer Notes to Accounts, Schedule 21 C (iii))	43,590,000	38,090,000
Current Year Nil (Previous Year 700,000) 7% Non Cumulative Preference Shares of Rs.100/- each fully paid up to be redeemed as mentioned in Notes to Accounts. (Refer Notes to Accounts, Schedule 21 C (iv))	-	70,000,000
700,000 (Previous Year Nil) 9% Cumulative Preference Shares of Rs. 100/- each fully paid up to be redeemed as mentioned in notes to Accounts. (Refer Notes to Accounts, Schedule 21 C (iv))	70,000,000	-
795,415 , 6 % Non Cumulative Redemable Preference Shares (Previous Year 1,198,258) of Rs. 100 each Fully Paid up to be redeemed on 8th March 2013 (Refer Notes to Accounts, Schedule 21 C (iii))	79,541,500	119,825,800
	<u>193,131,500</u>	<u>227,915,800</u>
SCHEDULE 2 : RESERVES AND SURPLUS		
Securities Premium Account		
Opening	35,569,500	
Add :- Premium on fresh Issue	34,782,000	
Less :- Transferred to Capital redemption Reserve	34,784,300	35,569,500
Capital Redemption Reserve (Refer Notes to Accounts, Schedule 21 C (iii))	34,784,300	-
	<u>70,351,500</u>	<u>35,569,500</u>
SCHEDULE 3 : SECURED LOANS		
Working Capital loans		
Canara Bank	-	14,487,194
	<u>-</u>	<u>14,487,194</u>
SCHEDULE 4 : UNSECURED LOANS		
From Directors	-	15,175,000
	<u>-</u>	<u>15,175,000</u>

SCHEDULE FORMING PART OF THE BALANCE SHEET
SCHEDULE 5

FIXED ASSETS

Description	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As At 01.04.2008 Rs	Additions Rs	Deductions Rs	As At 31.03.2009 Rs	Upto 31.03.2008 Rs	For the Year Rs	Deductions / Adjustments Rs	Upto 31.03.2009 Rs.	AS At 31.03.2009 Rs	As At 31.03.2008 Rs
Free hold Land	3,365,008		-	3,365,008	-	-	-	-	3,365,008	3,365,008
Building	33,724,637	-	-	33,724,637	11,021,473	852,876	-	11,874,349	21,850,288	22,703,164
Plant and Machinery/ Electrical Installation	76,469,796	-	-	76,469,796	46,265,391	3,626,414	-	49,891,805	26,577,991	30,204,405
Furniture and Fixture / Office Equipments	22,956,477	60,026	-	23,016,503	11,864,547	1,171,573	-	13,036,120	9,980,383	11,091,930
Vehicles	5,016,511	-	-	5,016,511	2,182,779	291,276	-	2,474,055	2,542,456	2,833,732
Total	141,532,429	60,026	-	141,592,455	71,334,191	5,942,139	-	77,276,330	64,316,126	70,198,238
Previous Year	145,739,804	355,506	4,562,881	141,532,429	66,144,955	6,179,986	990,750	71,334,191	70,198,238	79,594,849
Capital Advances (See Note C (viii), Schedule 21)									396,499	396,499

SCHEDULES FORMING PART OF THE BALANCE SHEET

		As at 31.03.2009	As at 31.03.2008
		Rs.	Rs.
SCHEDULE 6 : INVESTMENTS			
LONG TERM UNQUOTED INVESTMENTS (At Cost)			
In Government securities			
National Saving Certificates		6,000	6,000
In Equity Shares			
Neelkanth Realtors Private Ltd (One Share of Rs.100/-)		100	100
CURRENT INVESTMENTS (At Lower of carrying cost and fair value)			
In Quoted Equity Shares (Fully Paid Up)			
No. of shares			
125	IDBI (Market Value as on 31st March'09 Rs.45.40)	5,674	10,900
2100	Panyam Cement Ltd (Market Value as on 31st March'09 Rs.98.55)	82,089	152,450
	Rajendra Electrical Industries Ltd	-	1,744,500
20000	Moving Picture (Market Value as on 31st March'09 Rs.4.46)	89,200	404,000
	Deepak Fertilizers	-	4,919,847
	Essar Oil Ltd	-	612,153
500	Glenmark Pharma Ltd (Market Value as on 31st March'09 Rs.157.80)	78,901	3,680,241
		255,864	11,524,091
		261,964	11,530,191
Aggregate market value of the company's quoted investments (In Crores)		0.04	1.29
Following are the Investments which have been purchased and sold during the year:			
Quoted Shares	Face Value	No. of Shares	Cost (Rs.)
Praj Industries Limited	2	50,000	9,991,595
SCHEDULE 7 : INVENTORIES			
(As certified and valued by the management)			
Packing material		-	753,500
Finished Goods		165,378	6,579,433
Stores and Spare Parts		-	8,500
		165,378	7,341,433
SCHEDULE 8 : SUNDRY DEBTORS			
Over six months		66,297	8,471,385
Other Debts		3,524,230	3,658,319
Total Debts		3,590,527	12,129,704
Less: Provision for Doubtful debts		-	980,350
Net Sundry Debtors		3,590,527	11,149,354
Notes:			
Sundry Debtors unsecured and considered good		3,590,527	11,149,354
Sundry Debtors considered Doubtful		-	980,350
		3,590,527	12,129,704

SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31.03.2009	As at 31.03.2008
	Rs.	Rs.
SCHEDULE 9 : CASH & BANK BALANCES		
Cash On Hand	45,575	579,915
Balances with Post Office	100	100
	<u>45,675</u>	<u>580,015</u>
Balances with Scheduled Banks		
Current Accounts	6,921,082	4,258,716
Fixed Deposit Accounts	477,946	448,004
	<u>7,399,028</u>	<u>4,706,720</u>
	<u>7,444,703</u>	<u>5,286,735</u>
SCHEDULE 10 : LOANS AND ADVANCES		
(Unsecured , Considered good unless otherwise stated)		
Prepaid Expenses	57,088	60,614
Interest accrued on Investments	6,000	6,000
Advances recoverable in cash or in kind or for value to be received (See Note C (ix) , Schedule 21)	246,048,780	256,059,306
Deposits	376,269	431,634
Loans & Advances to :		
Staff	46,450	42,360
Others	156,302	152,929
Income Tax	5,247,523	8,470,017
	<u>251,938,412</u>	<u>265,222,860</u>
SCHEDULE 11 : CURRENT LIABILITIES		
Sundry Creditors		
<i>Due to Micro and Small enterprises</i>		
(See Note C (ii), Schedule 21)		
<i>Due to Others</i>	778,695	1,420,245
Other Liabilities	73,248,668	93,865,143
(See Note C (x), Schedule 21)		
	<u>74,027,363</u>	<u>95,285,388</u>
SCHEDULE 12 : PROVISIONS		
Provisions		
Income Tax, Fringe Benefit Tax & Wealth Tax	393,536	124,676
Gratuity	111,315	56,780
	<u>504,851</u>	<u>181,456</u>
SCHEDULE 13 : MISCELLANEOUS EXPENDITURE		
Preliminary Expenses	336,200	504,300
	<u>336,200</u>	<u>504,300</u>

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

	As at 31.03.2009	As at 31.03.2008
	Rs.	Rs.
SCHEDULE 14 : SALES AND SERVICES		
Sales	88,724,224	41,532,372
Services Charges	3,716,250	26,467,500
	<u>92,440,474</u>	<u>67,999,872</u>
SCHEDULE 15 : OTHER INCOME		
Interest	446,019	464,103
Dividend Received	195,950	324,074
Rent Received	58,747	2,612,912
Gain on Forex Fluctuation	3,158,512	-
Profit on sale of Investment	-	3,270,620
Profit on share trading	144,750	
Profit on sale of assets	-	427,869
Miscellaneous Receipts	227,386	341,196
	<u>4,231,364</u>	<u>7,440,774</u>
SCHEDULE 16 : INCREASE / (DECREASE) IN STOCKS		
Finished Goods		
Closing Stock	165,378	6,579,433
Less:- Opening Stock	6,579,433	18,696,201
	<u>(6,414,055)</u>	<u>(12,116,768)</u>
SCHEDULE 17 : COST OF MATERIALS		
Packing Expenses	1,941,237	1,071,612
Purchases/consumed	56,332,933	24,481,822
	<u>58,274,170</u>	<u>25,553,434</u>
SCHEDULE 18 : PERSONNEL COST		
Salaries, wages and bonus	1,228,115	967,363
Workmen and staff welfare expenses & amenities	219,788	95,704
Gratuity Expenses	54,535	34,180
	<u>1,502,438</u>	<u>1,097,247</u>

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

	As at 31.03.2009	As at 31.03.2008
	Rs.	Rs.
SCHEDULE 19 : OTHER EXPENDITURE		
Processing Charges	481,538	604,472
Repairs and Maintenance - Plant	615	10,484
- Buildings	9,738	-
- Others	216,980	176,584
Rent Expenses	72,000	72,000
Rate & Taxes	250,814	777,082
Insurance	65,228	65,661
Freight and handling charges	5,638,903	2,457,728
Traveling & Conveyance Expenses	1,349,949	503,079
Telephone and Telex	257,446	342,181
Advertising, Publicity and Sales Promotion	287,282	44,625
Auditors remuneration (See Note C (v), Schedule 21)	187,922	230,296
Legal and Professional charges	320,264	933,991
Diminution in value of Current Investments (Net)	486,475	2,430,010
Loss on Forex Fluctuation	-	563,753
Loss on sale of Investment	1,404,191	217,749
Provision for doubtful debts	-	980,350
Brokerage and commission	913,741	-
Bad Debts / Rebate & Settlement	934,101	155,255
Other expenses	1,934,226	1,985,868
	<u>14,811,413</u>	<u>12,356,169</u>
SCHEDULE 20 : FINANCIAL CHARGES		
Interest on Loan	437,004	2,429,928
Bank charges	101,652	58,224
	<u>538,656</u>	<u>2,488,152</u>

SCHEDULE 21**NOTES ON ACCOUNTS****A. Significant Accounting Policies****i. Basis of Preparation of Financial Statements**

- a). The financial statements have been prepared under the historical cost convention, in accordance with generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted and applied consistently by the Company. The Company's dehusking plant at Kundli has remained closed since Jan 2002. The accounts have been prepared on the going concern basis as the Company has continued rice processing activity at Kandla and also service activity in R.T. Business services (A Division of R.T. Exports Ltd)
- b). The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / ascertained.

B. Recognition of the Components of Financial Statements**i. Fixed Assets and Depreciation**

- a) Fixed assets are stated at cost of acquisition and construction less accumulated depreciation.
- b) Depreciation is provided on Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.
- c) In accordance with the Accounting Standard 28 on Impairment of assets issued by the Institute of Chartered Accountants of India, Assets are treated as impaired when the carrying cost of assets exceeds its recoverable amount.

As per the valuation carried out by the management from an independent valuer and as per the valuation of fixed assets carried out by the management, they arrived at the conclusion that the market value of its assets exceeds the carrying cost and even though the unit, at Kundli is closed, the management is of the view that since the market value of assets recovers its cost, no loss on account of impairment of assets should be considered.

ii. Investment

Long term investments are stated at cost less provision for permanent diminution in value of such investments. Current investments are stated at lower of cost and fair value.

iii. Inventories

In general all Inventories of raw materials, finished goods and stores and spares etc. are stated at lower of cost or net realisable value. Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing the inventory to their present location and condition. The cost of raw materials is determined on weighted average basis and stores & spares on FIFO basis.

iv. Foreign Currency Transactions

- a) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of transaction.
- b) Monetary items denominated in foreign currencies at the year end not covered by the forward exchange contracts are translated at the year end rates and those covered by forward exchange contracts are translated at the rate ruling at the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such differences having been recognized over the life of the contract.

c) Gain or loss arising out of translation/conversion is taken credit for or charged to the Profit and Loss Account.

v. Employee Retirement Benefits

Provision for gratuity liability to employees is made on the basis of actuarial valuation.

vi. Recognition of Income and Expenditure

The Company recognizes significant items of income and expenditure on accrual basis. The Company has entered into a selling agent arrangement with M/s Vidyavihar Containers Ltd and the Company is entitled to commission after the sale exceeds Rs. 83.50 Crores. The Company has also given guarantee for collection of sale proceeds within the stipulated time i.e. before 28th December 2008. However due to slowdown in the economy; the company is negotiating for extension of the time period. By virtue of this agreement Rs. 24.58 Crores is paid to Vidyavihar Containers Ltd and in the Escrow account with the solicitor which is shown as an advance in the Balance Sheet. The shortfall in meeting the time limits is financed by the group company M/s Neelkanth Realtors Pvt Ltd for which no interest is payable. No income /expenditure is recognized on this transaction since the selling agency agreement is under renegotiation.

vii. Borrowing Cost

The borrowing costs are normally charged to revenue except those that are attributable to the acquisition or construction of the qualifying assets, which are capitalized. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use.

viii. Provision

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

ix. Sales and Services

Sales and services include service charges, commission but exclude sales tax and service tax.

C. Notes on Financial Statements

i. Contingent Liabilities

a) The Sales Tax Department had raised a demand of Rs.2,93,085 for the tax Assessment Year 1996-97 which was disputed by the Company. The Honorable Rajasthan High Court had decided the case in favour of the Company against which the Department has filed a Special Leave Petition before the Honorable Supreme Court which is pending. The Management is confident that the Department's Appeal will be dismissed and hence no provision is made for the same.

b) Claims for taxes and other disputed items against the Company not acknowledged as debt Rs Nil- (Previous Year Rs. NIL/-)

c) The company has 700,000, 9% Cumulative Preference shares of Rs. 100 each outstanding as on 31st march 2009. However no dividend has been declared on these shares. Hence the arrears of dividend on these share is Rs. 6,300,000.

ii. Disclosure required under the Micro, Small and Medium enterprises Development Act,2006

The Company has not received any intimation from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, as required by Scheduled VI to the Companies Act, 1956 have not been made.

iii. Conversion of Preference Shares into Equity Shares

During the year the company redeemed 402,843, 6 % Non Cumulative Redeemable Preference shares of Rs.100 each by issuing 550,000 Equity shares of Rs.10 each on preferential basis to the preference share holders at a premium of Rs.63.24 as per BSE approval dated 1st October 2008. As the Fresh Issue was at premium an equal amount has been transferred to Capital Redemption Reserve as per provisions of section 80 of the Companies Act, 1956.

iv. During the year the company converted 700,000, 7 % Non Cumulative Preference Shares of Rs.100 each which were to be redeemed on 20th September 2005, to an equal number of 9 % Cumulative Preference Shares of Rs.100 each redeemable on 31st March 2013 as approved in the Extra Ordinary General Meeting held on 19th May 2008.

v. Auditors Remuneration

(Amount in Rs.)

	2008-09	2007-08
Audit fees	125,000	125,000
Tax audit fees	25,000	25,000
Other Services - Miscellaneous Reports	20,000	55,000
Service Tax	17,922	25,296
Total	187,922	230,296

vi. Deferred Taxation

In compliance with Accounting Standard (AS 22) " Accounting for Taxes on Income" and in view of the uncertainty in the availability of future taxable profit for setoff against the carry forward losses and unabsorbed depreciation allowance, the company taking a conservative view has not recognized any deferred tax asset.

vii. Earnings Per Share

	2008-09	2007-08
Net Profit/(Loss) after Tax (Rs.)	74,19,322	15,457,817
No of Equity share of face value Rs.10/- each	4,359,000	3,809,000
Basic and Diluted EPS (Rs)	1.83	4.06

Note: - EPS has been calculated on the basis of weighted average no of equity share held during the year.

viii. Capital Work in Progress is payment made to CIDCO which is doubtful of recovery. Provision for the same has not been made as the Company is trying and negotiating for recovery of the same from CIDCO.

ix. Advances receivable in cash or kind includes Rs.2,76,500/- (Previous year Rs. 2,76,500/-) receivable from Kutch Warehouse Pvt. Ltd. Maximum amount outstanding at anytime during the year is Rs.2,76,500/- (Previous year Rs.2,76,500/-).

x. Other liabilities include wrong credit of Rs.1,500,000 given by Canara bank, which has been reversed by the bank on 20th May , 2009.

xi. Extra-ordinary item is the stamp duty charges paid for registration of sale deed towards sale of land in the year 2006-07.

xii. The previous year figures have been regrouped/ rearranged wherever necessary.

D. Segment Reporting
Primary Segment (Business)

	2008-09					2007-08				
	Agro	Investment/ Security Transaction	Services	Rent	Total	Agro	Investments/ Security Transaction	Services	Rent	Total
REVENUE										
External Sales, Services & Rent	88,724,224	-	3,716,250	58,747	92,499,221	41,532,372	-	26,467,500	2,612,912	70,612,784
Total Revenue	88,724,224	-	3,716,250	58,747	92,499,221	41,532,372	-	26,467,500	2,612,912	70,612,784
RESULTS										
Segment Results	16,506,645	(1,493,381)	3,688,964	58,747	18,760,975	335,758	952,326	25,815,678	2,912,489	30,016,252
Unallocable Income/ (Expenses / Loss) (Net)					(4,651,832)	-	-	-	-	(12,360,728)
Interest & Financial Charges (net)					(500,945)			-	-	(2,024,049)
Net Profit Before Prior Period Items					7,666,059					15,631,475
Prior Period Items					(246,737)					(173,656)
Net Profit after Tax					7,419,322					15,457,817
OTHER INFORMATION										
Segment Assets	56,989,559	267,963	245,770,744	7,351,873	310,214,762	71,407,866	11,965,212	245,770,744	8,007,152	337,150,974
Unallocated Corporate Assets					18,069,668	-	-	-	-	34,478,634
Total Assets					328,449,808					371,629,608
Segment Liabilities			68,330,000	1,330,612	69,660,612	3,825,995	57,039	86,787,902	1,830,612	92,501,548
Unallocated Liabilities					258,789,196	-	-	-	-	32,627,492
Total Liabilities			68,330,000	1,330,612	328,449,808					125,129,040
Capital Expenditure	10,500				10,500	133,728	-	-	-	133,728
Unallocable Capital Expenditure					49,526					221,778
Total Capital Expenditure					60,026					355,506
Depreciation	4,921,128			655,280	5,576,408	3,804,694	-	-	875,848	4,680,542
Unallocable Depreciation					365,731					1,499,444
Total Depreciation	4,921,128			655,280	5,942,139					6,179,986

Secondary Segment (Geographical):

	2008-2009	2007-2008
Segment Revenue		
Exports	60,471,384	31,339,786
Local	31,969,090	36,660,086
TOTAL	92,440,474	67,999,872

Notes:

- i) Asset employed by above geographical segments are common and hence, information about segment wise assets and capital expenditure during the year could not be given.
- ii) Segments have been identified and reported taking into account, the differing risk and returns, the organization structure, internal reporting system and Accounting Standard - 17. Accordingly four main Business segments have been identified: Agro products representing Trading of Rice and Rajgira, Investment/Security Transactions, Service and Rent.
- iii) Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the Segment. Unallocated includes expenses incurred at the corporate level which relates to the Company as whole.

E. Related Party Disclosure
Related Parties

Key Management Personnel
Rashmi C Bhimjyani
Tulsi C Bhimjyani
Bhavik R Bhimjyani

Companies Controlled by Key Management Personnel and their relatives

Achintya Exports Pvt. Ltd., Amity Properties Pvt. Ltd., Anshul Trading and Investment Pvt Ltd, Apple Land Development Pvt. Ltd., Atlanta Land Pvt. Ltd., Badrinath Trading Pvt. Ltd. Bharat Foamcast Pvt. Ltd., Bhimjyani Estate Pvt. Ltd., Century Agro Farms Land Pvt. Ltd. Central Cold Chain Pvt. Ltd, Concord Realty Pvt. Ltd., Dominion Infrastructure and Development Co. Pvt. Ltd., Frontier Agri Properties Pvt. Ltd., Fronties Realty Pvt. Ltd., Golden Oil Equipments Pvt Ltd., Grantview Properties Pvt. Ltd., Kutch Warehouse Pvt. Ltd., Lakeside Properties Pvt. Ltd., Lakeview Land Pvt. Ltd., Lighthouse Developers Pvt. Ltd, Metropolitan Realtors Pvt. Ltd., Mountain View Agri Estate Pvt. Ltd., Mountain View Developers Pvt. Ltd., Neelkanth Agri Villas Pvt. Ltd., Neelkanth Cities Pvt. Ltd., Neelkanth Land Developers Pvt. Ltd., Neelkanth Life Style Pvt. Ltd., Neelkanth Palm Realty Pvt. Ltd, Neelkanth Realtors Pvt. Ltd., Neelkanth Realty Pvt. Ltd, Neelkanth Residential Development Pvt. Ltd., Neelkanth Shopping Malls Pvt. Ltd., Neelkanth Township & Construction Pvt. Ltd, Neelkanth Woods & Construction Pvt. Ltd, Orange Land Pvt. Ltd., Paramount Township Pvt. Ltd., Parkway Properties Pvt. Ltd., Parkway Realty Pvt. Ltd., Pegasus Advisory Services Pvt Ltd, Pegasus Assets Reconstruction Pvt Ltd., Peninsula Gateways Pvt. Ltd. R. Tulsidas Agro Exports Pvt. Ltd., R. Tulsidas Agro Products Pvt. Ltd., Rose Land Infrastructure Pvt. Ltd., Royal Holding Pvt. Ltd., Royal Palm Estate Estate Pvt. Ltd., Sea Palm Estate Pvt. Ltd., Tazza Retail Chain Pvt. Ltd., Tiger Warehousing Cold Chain Pvt. Ltd, Tiger Warehousing Pvt. Ltd, Titan Agri Developers Pvt. Ltd., Urban Rupi Infrastructure Pvt. Ltd., Venice Land Pvt. Ltd., Neelkanth Palm Realty, R. Tulsidas, Ravechi Property Developers, Shreeji Investment Company.

Related party relationship is as identified by the Company and relied upon by the auditors.

Transactions with the above related parties during the year are as under:

Particulars of transactions	Key Management Personnel	Companies controlled by Key Management Personnel	Key Management Personnel	Companies controlled by Key Management Personnel
	(Amount in Rs.) (2008-2009)	(Amount in Rs.) (2008-2009)	(Amount in Rs.) (2007-2008)	(Amount in Rs.) (2007-2008)
Unsecured Loans				
- Taken during the Year	40,595,589		10,08,25,000	-
- Repaid during the year	55,770,589		85,650,000	-
- Balance as at end of year	-		15,175,000	-
Advances /Others*				
- Given during the Year		22,007,185	-	310,155,799
- Returned / Received during the year		3,612,185	-	107,425,799
- Balance as at end of year		(68,053,500)	-	(86,448,500)
Sundry Debtors			-	-
Sundry Creditors			-	-
Share Application Money Refund			-	-
Investments in shares			-	-
Income				
Sale of Fixed Assets			-	4,500,000
Expenditure				
Rent			72,000	-
Purchases	-	-	-	-

*Including Advance for purchase of property

F. Quantitative Details of Opening, Purchase, Consumption and Sale of Finished Products

Licensed And Installed Capacity:

(Paddy processing capacity as certified by the management)

Plants	Unit	Licensed Capacity		Installed Capacity	
		2009	2008	2009	2008
Kundli	MT	NA	NA	4000	4000

Note:- Rice Milling industries (Regulation) Act, 1955 has been repealed w.e.f. 28th May 1997 by industry; hence License capacity is no more applicable to company.

Opening Stock

Items	Unit	2008-09		2007-08	
		Quantity	Rs.	Quantity	Rs.
Rice (Finished)	MT	241	6,024,003	717	18,696,201
Rajgira	MT	18	5,55,430	Nil	Nil
Pulses	MT	Nil	Nil	Nil	Nil

Closing Stock

Items	Unit	2008-09		2007-08	
		Quantity	Rs.	Quantity	Rs.
Rice	MT	4	165,378	241	6,024,003
Rajgira	MT	-	-	18	5,55,430
Pulses	MT	-	-	Nil	Nil

Materials Purchased /Used (Indigenous)

Items	Unit	2008-09		2007-08	
		Quantity	Rs.	Quantity	Rs.
Rice	MT	898	41,066,809	405	16,173,359
Rajgira	MT	372	15,266,124	242	7,491,977

Note: - All the raw materials consumed are indigenous only.

Sales and Services

Items	Unit	2008-09		2007-08	
		Quantity	Rs.	Quantity	Rs.
Rice	MT	1130	72,056,821	881	33,611,330
Wastage / Shortage	MT	5	-	-	-
Rajgira	MT	390	16,584,763	224	7,921,041
Commission & Service Charges	N.A.		37,16,250		26,467,500
Other Sales	N.A.		82,640		
Total			92,440,474		67,999,871

Expenditure in Foreign Currency

Particulars	2008-09		2007-08	
	RS.	RS.	RS.	RS.
Brokerage and commission	913,741		Nil	
Foreign Travel	1,215,381		Nil	
Membership fees	Nil		18,147	
Total	21,29,122		18,147	

Earnings in Foreign Currency

Particulars	2008-09		2007-08	
	RS.	RS.	RS.	RS.
Export of goods on FOB basis	58,583,466		29,451,645	

As per our report of even date
For **Mehta & Sanghavi**
Chartered Accountants

K C Mehta
Partner
Membership No. 35814

Place: Mumbai
Date: 28th August, 2009

For and behalf of the Board

RASHMI BHIMJYANI
Chairman & Managing Director

TULSI BHIMJYANI
Director

BHAVIK BHIMJYANI
Director

Place: Mumbai
Date: 28th August, 2009

R.T.EXPORTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2009		2008-2009	2007-2008
A. CASHFLOW FROM OPERATING ACTIVITIES			
Net Profit before tax and Prior period items		7,955,967	15,648,891
Adjusted for :			
Depreciation		5,942,139	6,179,986
Sundry Balance Written Off/Provision for doubtful Debts		1,102,201	223,355
Provision for diminution in Investment		486,475	2,430,010
(Profit) /Loss on sale of assets		-	(427,869)
Foreign Exchange (Gain)/loss on Restatement		(1,251,365)	-
Extra-ordinary items		1,233,000	-
Provision for Gratuity		54,535	56,780
Loss / (Profit) on investments		1,404,191	(3,270,620)
Dividend received		(195,950)	(324,074)
Financial charges		437,004	2,488,152
Interest Income		(37,711)	(464,103)
Operating Profit before working capital changes		17,130,486	22,640,507
Adjusted for :			
Receivables and Advances		17,503,276	95,208,923
Inventories		7,167,555	13,223,856
Trade payables and provisions		(21,279,074)	(255,936,955)
Cash generated from operations		20,522,243	(124,863,669)
Tax Paid (Net)		3,653,985	(3,552,663)
Cash Flow before Extraordinary and Prior Period items		24,176,228	(128,416,332)
Extra-ordinary items		(1,233,000)	-
Prior period items		(246,737)	(131,074)
Net Cash from / (used in) Operating Activities		22,696,490	(128,547,405)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of fixed assets & capital advances		(60,025)	(355,505)
Dividend Received		195,950	324,074
Sale less Purchase of Investments		9,377,562	47,432,194
Sale of Fixed assets		-	4,000,000
Interest income		37,711	464,103
Net Cash from / (used in) Investing Activities		9,551,198	51,864,866
C. CASH FLOW FROM FINANCING ACTIVITIES			
Short term loans (Net)		(29,662,194)	17,118,606
Fractional amount paid on Redemption		(2,300)	-
Financial expenses		(437,004)	(2,488,152)
Net Cash from / (used in) Financing Activities		(30,101,498)	14,630,454
D. Net increase in cash and cash equivalents (A+B+C)			
		2,146,190	(62,052,085)
Opening balance of cash and cash equivalents		5,286,735	67,338,820
Closing balance of cash and cash equivalents		7,432,925	5,290,039
E. Schedule for Cash and Cash Equivalents			
Cash On Hand		45,575	579,915
Balances with Post Office		100	100
Balances with Scheduled Banks		7,399,028	4,706,720
		7,444,703	5,286,735
Unrealized(gain)/Loss		(11,778)	3,304
		7,432,925	5,290,039

Notes:

- 1) Bracket indicates cash outflow.
- 2) Above Cash Flow Statement has been prepared under indirect method as per Accounting Standard (AS) 3 "Cash Flow Statement"

As per our report of even date

For Mehta & Sanghavi

Chartered Accountants

K C Mehta

Partner

Membership No. 35814

Place: Mumbai
Date: 28th August , 2009

For and on behalf of the Board

RASHMI BHIMJYANI

Chairman&Managing Director

TULSI BHIMJYANI

Director

BHAVIK BHIMJYANI

Director

Place: Mumbai
Date: 28th August , 2009

R. T. EXPORTS LIMITED

Balance Sheet abstract and Company's general business profile as per part IV of Schedule VI to the Companies Act , 1956.

a. Registration details

Registration No.	22582
State code	11
Balance Sheet date	31.03.09

b. Capital raised during the year

Public issue	Nil
Rights issue	Nil
Bonus issue	Nil
Private placement	Nil

c. Position of Mobilisation and Deployment of funds

Total liabilities	263,483,000
Total assets	263,483,000

Sources of funds

	263,483,000
Paid-Up Capital	193,131,500
Reserves & Surplus	70,351,500
Secured loans	-
Unsecured loans	-

Application of Funds

	263,483,000
Net fixed assets	64,712,624
Investments	261,964
Net current assets	188,606,806
Debit balance in Profit & Loss account	9,565,406
Miscellaneous Expenditure	336,200

d. Performance of Company

Turnover (Gross Revenue)	96,671,838
Total expenditure	87,482,871
Profit before tax	7,955,967
Profit after tax	7,419,322
Earning per Share	1.83
Dividend Rate %	-

e. Generic names of three principal products of the company

Item code no. (ITC code)	100630.01
Product description	Rice

For and on behalf of the Board

RASHMI BHIMJYANI

Chairman &
Managing Director

TULSI BHIMJYANI

Director

BHAVIK R BHIMJYANI

Director

R.T. EXPORTS LIMITED

Registered Office : 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021

ATTENDANCE SLIP

I hereby record my attendance at the Twenty Nineth Annual General Meeting of the members of R. T. Exports Limited to be held on Tuesday, 29th Day of September, 2009 at 10.00 A.M. at 508, Dalamal House, Nariman Point, Mumbai 400 021.

Name and Address of Shareholder
(in BLOCK CAPITALS)

Register
Folio No.

Signature of the Shareholder or Proxy _____

Please complete this attendance slip and hand it over at the entrance of the auditorium.

R.T. EXPORTS LIMITED

Registered Office: 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021

PROXY FORM

I/We _____ of _____
_____ of _____

_____ being a Member / Members of **R.T. EXPORTS LIMITED** hereby appoint

_____ of _____ (or failing him) _____ of _____ (or failing him)

_____ of _____ as my/our Proxy to attend and Vote for me/us and on my / our behalf at the Twenty Nineth Annual General Meeting of the Company to be held on Tuesday, the 29th Day of September, 2009 at 10.00 A.M. at 508, Dalamal House, Nariman Point, Mumbai 400 021 and at any adjourment thereof.

AS WITNESS my hand / our hands this _____ day of _____ 2009.

Stamp
Signed by the said

**Re.1.00
Revenue
Stamp**

Note : The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting. The Proxy need not be a member of the Company.

Register Folion No. _____

Name of the Shareholder(s) _____

BOOK - POST

If Not Delivered, Please return to :

R. T. EXPORTS LIMITED

508, Dalamal House,
Jamnalal Bajaj Road,
Nariman Point,
Mumbai 400 021.