



**NOTICE**

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of RTCL LIMITED will be held on Thursday, the 29<sup>th</sup> September, 2011 at 11.00 A.M. at the Registered Office of the Company at Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur-209201 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shankar Lal Agrawal who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Kumar Piyush & Co., Chartered Accountants, New Delhi, retiring Auditors is eligible for re-appointment.

**SPECIAL BUSINESS**

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

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

**OTHER TERMS**

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

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

By order of the Board

Date :July 15, 2011  
Place:Delhi

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

### NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business of the notice as set out above is annexed thereto.
3. M/s Abhipra Capital Limited, Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road, Azadpur, Delhi-110033 is the Registrar and Share Transfer Agent for physical shares of the Company. M/s Abhipra Capital Limited is also the Depository participant interface of the Company with both NSDL and CDSL.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 15, 2011 to Thursday, September 29, 2011 (both days inclusive).
5. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
6. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
7. As per the provisions of the Companies Act 1956, facility for making nomination is available for Members of the Company in respect of shares held by them. The Members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.



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

**ITEM NO. 4**

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

Mr. Vijay Mishra, has already filed his consent, to act as a Director, with the Company and he is not disqualified for being appointed as Director in term of Section 274 (1) (g) of the Act and the Company has been received the requisite Form DD-A from Mr. Vijay Mishra, in terms of the Companies (Disqualification of Director under Section 274 (1)(g) of the Companies Act 1956) Rule 2003, conforming his eligibility for such appointment.

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

Your Directors recommend the resolution for your approval.

**ITEM NO. 5**

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

Mr. Manoj Kumar Pandey, has already filed his consent, to act as a Director, with the Company and he is not disqualified for being appointed as Director in term of Section 274 (1) (g) of the Act and the Company has been received the requisite Form DD-A from Mr. Manoj Kumar Pandey, in terms of the Companies (Disqualification of Director under Section 274 (1)(g) of the Companies Act 1956) Rule 2003, conforming his eligibility for such appointment.

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

Your Directors recommend the resolution for your approval.

**ITEM NO. 6 & 7**

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

Mr. Ajay Kumar Jain, has already filed his consent, to act as a Director, with the Company and he is not disqualified for being appointed as Director in term of Section 274 (1) (g) of the Act and the Company has been received the requisite Form DD-A from Mr. Ajay Kumar Jain, in terms of the Companies (Disqualification of Director under Section 274 (1)(g) of the Companies Act 1956) Rule 2003, conforming his eligibility for such appointment.

Further, the Board has also appointed as Whole-time Director, subject to the approval of members of the Company, for the period of Three years w.e.f. 22<sup>nd</sup> November, 2010 on the terms and conditions as set out in the Resolution.

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

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

Your Directors recommend the resolution for your approval

Place: Delhi

Dated: July 15, 2011

By the order of Board

Sd/-

(Ajay Kumar Jain)

DIN NO. 00043349

Director

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## DIRECTORS' REPORT

To

### **The Members of RTCL Limited**

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

### **FINANCIAL RESULTS**

The highlights of the Financial Results are as under:

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

### **OPERATIONS**

During the year under review, the Gross Turnover of the Company declined to Rs. 72.16 compared to Rs.103.97 lacs in the previous year. However, the Company was able to earn profit of Rs.7.75 lacs as against profit of Rs. 82.14 lacs in the previous year. The net profit of the company declined to Rs.7.75 lacs in comparison to Rs. 82.14 lacs in the previous year.

The Company will continue to be responsive to changes in market dynamics and consumer behavior and other key factors influencing the business, and will formulate its strategies accordingly.

### **DIVIDEND**

With a view to conserve resources for future needs of the Company, the Directors regret their inability to propose any dividend for the year under review.

### **DIRECTORS**

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



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

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2011, the applicable accounting standards had been followed and no material departure have been made from the same;
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That Directors have prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2011, on 'going concern' basis.

**DEMATERIALIZATION OF EQUITY SHARES**

The Company's equity shares are available for trading in the Depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The International Security Identification Number (ISIN) allotted by NSDL and CDSL to RTCL Limited is INE754B01012 for the equity shares of your Company. The status of Equity Capital exists in Electronic Form and Physical Form as on March 31<sup>st</sup>, 2011 is as under:

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

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## **CORPORATE GOVERNANCE**

Your Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of Clause 49 of the Listing Agreement of the Stock Exchanges. Separate Reports on Corporate Governance and Management Discussion & Analysis are included in the Annual Report and Certificate dated May 30, 2011, from M/s Sushil Gupta & Associates, Company Secretaries, confirming the compliance of conditions of Corporate Governance is also annexed thereto.

## **PARTICULARS OF EMPLOYEES**

There was no employee in respect of whom information is required to be given pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended up-to-date.

## **AUDITORS**

M/s. Kumar Piyush & Co. Chartered Accountants, New Delhi, the Statutory Auditors, will retire at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

## **AUDITORS REPORT**

In respect of observations made by the Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory, and do not call for any further comments.

## **INDUSTRIAL RELATIONS**

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the Organization.

## **PUBLIC DEPOSITS**

During the year under review, your Company has not accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

## **SUBSIDIARY COMPANY**

The Company is not having any subsidiary company.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

The information required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is attached hereto as Annexure-'A' and forms part of the Directors' Report.

## **ACKNOWLEDGEMENTS:**

The Directors acknowledge with gratitude, the co-operation and assistance received from the Government, Banks, Authorities and other Business Constituents. The Directors would also like to thank the employees, shareholders, customers and suppliers for their continuous support given by them to the Company and their confidence in the Management.

**For and on behalf of the Board**

Place: Delhi  
Date: July 15, 2011

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

**Sd/-**  
**(Vijay Mishra)**  
**DIN NO.00322006**  
**Director**

**ANNEXURE-A**

The information required under Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

**A. CONSERVATION OF ENERGY**

The Company's operations involve low energy consumption. There are no major areas where any energy conservation measure can be taken. However, efforts are being made to conserve and optimize the use of energy, wherever possible.

**B. FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH AND DEVELOPMENT:****Technology Absorption:**

The Company is in Trading and real estate Industry and therefore, specific technology absorption, adaptations and innovation will be taken care of/ implemented, wherever required.

**Research & Development:**

Sr. No.	Particulars	Status
1.	Specific areas in which Research and Development carried out by the Company.	NIL
2.	Benefit derived as a result of the above Research and Development.	NIL
3.	Future plan of action.	NIL
4.	Expenditure on Research and development.	NIL

**C. FOREIGN EXCHANGE EARNINGS & OUTGO:**

- (i) Total Foreign Exchange earned : NIL
- (ii) Total Foreign Exchange outgo : NIL

For and on behalf of the Board

Place: Delhi  
Date: July 15, 2011

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

Sd/-  
(Vijay Mishra)  
DIN NO.00322006  
Director

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## CORPORATE GOVERNANCE REPORT

### 1. The Company's Philosophy on Code of Corporate Governance

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. The Company believes that good Corporate Governance practices should be enshrined in all activities of the Company. This would ensure efficient conduct of the affairs of the Company and help the Company achieve its goal of maximizing value for all its stakeholders. The Company has a strong legacy of fair, transparent and ethical governance.

The Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all the stakeholders.

### 2. Board of Directors

#### Composition as on March 31, 2011

The Board of Directors as on 31<sup>st</sup> March, 2011 consisted of 4 (Four) Directors and one director is Executive and others are Independent Directors. The Chairman of the Company is Executive Director. The composition of Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Name	Category	NO of the Directorship held in public Limited Company	No. of Board Committee position held in other Public Limited Companies	
			Chairman	Member
Mr. Om PrakashAgrawal****	Non Executive, Director,Promoter	2	1	–
Mr.SaileshKumarGupta*****	Non-Executive Independent Director	2	–	1
Mr. Shanker Lal Agrawal	Non Executive Independent Director	-	–	–
Mr. Ajay Kumar Jain*	Executive Independent Director	2	–	1
Mr. Vijay Mishra**	Non-Executive Independent Director	-	–	–
Mr Manoj Pandey***	Non-Executive Independent Director	1	–	–

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

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

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

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

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

### 3. Board Meetings

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



**Attendance of Directors at Board Meetings and at the Annual General Meeting**

Name of the Director	No. of Board Meetings Attended	Whether Attended the Last AGM
Mr.Om Prakash Agrawal****	17	Yes
Mr. Sailesh Kumar Gupta*****	17	Yes
Mr. Shanker Lal Agrawal	26	Yes
Mr. Ajay Kumar Jain*	9	No
Mr. Vijay Mishra**	14	No
Mr. Manoj Pandey***	9	No
Mr. Ashish Kumar Tiwarj*****	16	Yes

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

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

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

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

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

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

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

**4. Committees of the Board**
**(i) Audit Committee**

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956 and the guidelines set out in the Listing Agreements with the Stock Exchanges. The terms of the reference of the Audit Committee are as per the Guidelines set out in the Listing Agreement with the Stock Exchanges that inter-alia include the overview of the Company's financial reporting processes, review of quarterly, half-yearly and annual financial statements, review of adequacy of internal control systems, review of financial and risk management policies and review of significant finding and adequacy of internal control system etc.

**Composition and Attendance**

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

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

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

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

\*\*\* Appointed with w.e.f 09.10.2010

The Members of the Audit Committee have requisite knowledge in the field of Finance, Accounts and Management. Minutes of each Meeting of Audit Committee are placed and discussed before the Board of Directors.

The Chief Financial Officer and representative of Statutory Auditors attended the meetings of Audit Committee.

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(ii) **Remuneration Committee**

The terms of reference of Remuneration Committee are as per the Guidelines set out in the Listing Agreement with the stock exchange(s), falling under the category of non-mandatory requirements of Corporate Governance that inter alia includes formulation and recommendation to the Board from time to time, a remuneration structure for the Whole-time Members of the Board.

Composition of Remuneration Committee

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

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

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

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

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

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

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

**Remuneration Policy**

The Remuneration Committee determines and recommends to the Board, the remuneration of the Directors and the same is subject to the approval of Members.

The key components of the Company's Remuneration policy are:

Remuneration will be a major driver of performance.

Remuneration will be transparent, fair and simple to administer.

Remuneration is determined in accordance with experience and nature of responsibilities.

Remuneration will be fully legal and tax compliant.

At present, the Company is not paying remuneration / sitting fees to its Non-Executive Directors. However, remuneration to the Non Executive Directors by way of payment of sitting fee is under consideration. Non Executive Directors do not hold any shares and convertible instruments of the Company.

The details of remuneration paid to the Whole-time Directors during the year from 1.04.2010 to 31.03.2011 are given below

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

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

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

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

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

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

Notice period as per Company's Rules.

No severance fee and stock is payable to the Directors.

**Shareholders/Investors' Grievance Committee:**

The terms of reference of Shareholders/Investors' Grievance Committee are as under:

- Approval of requests received for transfer/transmission of shares including dematerialization/ rematerialization of securities.
- Approval of requests received for issue of duplicate certificates.
- Rejection of requests for share transfers, wherever applicable.
- Redressal of serious complaints received from shareholders/investors on non-receipt of shares after transfer in the physical form, complaints on Non-receipt of Balance Sheet, dividend etc.

**Composition of Shareholders/ Investors' Grievance Committee**

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

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

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

\*\*\* Appointed w.e.f 22.11.2010

**Name and Designation of Compliance Officer:**

Mr.Ajay Kumar Jain (Whole Time Director) was the Compliance Officer during the year under report.

**Shareholders/Investors' Grievance Committee Meetings**

The Committee held 22(Twenty Two) Meetings during the year 2010-2011 on 15.04.2010, 30.04.2010, 15.05.2010, 29.05.2010, 16.06.2010, 01.07.2010, 15.07.2010, 31.07.2010, 16.08.2010, 14.09.2010, 30.09.2010, 15.10.2010, 30.10.2010, 16.11.2010, 01.12.2010, 15.12.2010, 31.12.2010, 15.01.2011, 31.01.2011, 16.02.2011, 28.02.2011, 31.03.2011.

**Details of Complaints received during the year:**

Nature of Complaint	2010 – 2011		
	Received	Cleared	Pending
Non receipt of Annual Report for 2010-11	-	-	-
Non receipt of Shares after transfer	4	4	-

5. (a) **General Body Meetings:**

The Last three Annual General Meetings were held as per the details given below:

YEAR	DATE	DAY/TIME	VENUE
2007-2008	29.09.2008	Monday11.00 A.M.	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur
2008-2009	29.09.2009	Tuesday11.00 A.M.	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur
2009-2010	28.09.2010	Tuesday11.00 A.M.	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur

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**(b) Special Resolution passed during last three Annual General Meetings**

No, Special Resolution passed during last three Annual General Meetings.

**(c) Postal Ballot**

During the year ended 31<sup>st</sup> March, 2011, no resolution was passed by the Company's shareholders requiring voting by postal ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through postal ballot.

**6. Disclosure**

**(a) Disclosure on materially significant related party transactions, pecuniary or business relationship with the Company**

There have been no materially significant related party transactions that may have potential conflict with the interests of the Company or its associates, with any of the directors or their relatives during the year 2010-11. However, a detailed disclosure on Related Party Transactions has been made at Sr. No. 12b in the Notes to Accounts appearing under "Significant Accounting Policies and Notes to Accounts" forming part of Balance Sheet

**(b) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority on any matters related to Capital Market:**

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority, on any matter related to capital markets during the last 3 years.

**(c) Whistle Blower Policy:**

The Company has formulated a policy known as 'Whistle Blower Policy' to allow and encourage our employees to bring to the Management's Notice (Audit Committee) directly, without necessarily informing their superiors about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of the Company's policies including code of conduct, violation of law or questionable accounting or auditing matters by any employee/director in the Company without fear of reprisal.

The Company further undertakes that it has not denied any personnel access to the Audit Committee of the Company in respect of matters involving alleged misconduct/malpractice/unethical behavior and that it has provided protection to 'Whistle Blowers' from unfair termination and other unfair or prejudicial employment practices.

**(d) Details of compliance with the mandatory requirements and adoption of non-mandatory requirements of Clause 49:**

The Company has complied with the mandatory requirements and is in process of adopting non-mandatory requirements of Clause 49, wherever feasible.

**(e) Risk Management:**

The Executive Management controls risk through means of a properly defined framework.

**(f) Code of Conduct:**

The Board of Directors of your Company has laid down the Code of Conduct for all Board Members and Senior Management of the Company, which delineates the principles governing the conduct of employees including Directors, with all the stakeholders of the Company. The code covers transparency, legal compliances, concern of occupational health, safety and environment, a gender friendly work place and philosophy of leading by personal examples.

All Board Members and Senior Management of your Company ensure the compliances with these principles. The Board is responsible for ensuring that these principles are communicated to, understood and observed by all employees. Compliance of the code is subject to the review by the Board supported by the Audit Committee of the Board.



**(g) Disclosures regarding appointment or re-appointment of Directors**

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. Shanker Lal Agrawal, Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as Director of the Company.

Mr. Manoj Pandey aged 50 years having wide experience of 5 years in the field of Banking & Finance. He does not hold directorship in or membership of any Committee of other Company.

Mr. Ajay Kumar Jain aged 42 years having wide experience of 21 years in the field of Account & Finance. He does not hold directorship in or membership of any Committee of other Company.

Mr. Vijay Mishra aged 39 years having wide experience of 15 years in the field of Finance and over all administration. He does not hold directorship in or membership of any Committee of other Company.

**(h) CEO/CFO Certification**

A certificate from the Chief Executive Officer and the Chief Financial Officer on the financial statements of the Company was placed before the Board.

**7. Means of Communication**

1.	Half-yearly Report sent to each Shareholder	No. The Company is publishing the results in National and Regional Newspapers
2.	Quarterly Results	Quarterly Results are announced within a month of the end of the respective quarter, which are normally published in The Pioneer (English) and Swatantra Bharat (Hindi)
3.	Any website, where displayed	www.rtcllimited.com
4.	Whether it also displays official news releases and the presentations made to Institutional Investors or to the Analysts	Not Applicable
5.	Whether Management Discussion & Analysis is a part of Annual Report	Yes
6.	Whether Shareholder Information section forms part of Annual Report	Yes

**8. General Shareholder Information**

**(a) Date, Time and Venue of Annual General Meeting:**

The Company will hold its Seventeenth Annual General Meeting on Thursday, the 29<sup>th</sup> September, 2011 at 11.00 A.M at the Registered Office of the Company at Mandhana Bithoor Road, Village Chaudharipur, Bithoor Kanpur – 209201.

**(b) Financial Calendar (tentative and subject to change)**

The Company expects to announce the unaudited quarterly results for the year 2011-2012, as per the following schedule:

Financial Reporting for the Quarter ending June 30, 2011	August 14, 2011
Quarterly Limited Review Report for the Quarter ended on June 30, 2011	August 14, 2011
Financial Reporting for the Quarter ending September, 2011 and Half-year Results	November 14, 2011
Quarterly Limited Review Report for the Quarter ended on September 30, 2011	November 14, 2011
Financial Reporting for the Quarter ending December 31, 2011	February 14, 2012
Quarterly Limited Review Report for the Quarter ended on December 31, 2011	February 14, 2012

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The Audited Results of the Company for the year 2011-12 will be announced on or before 30<sup>st</sup> May, 2012 which will include the results of the fourth quarter of the year 2011-2012.

**(c) Date of Book Closure**

The Company's Register of Members and Share Transfer Book will remain closed from Thursday, the 15<sup>th</sup> September, 2011 to Thursday, the 29<sup>th</sup> September 2011 (both days inclusive)

**(d) Dividend Payment Date**

The Board of Directors has not recommended any dividend for the financial year 2010-2011.

**(e) Listing on Stock Exchanges**

The Equity shares of the Company as on March 31, 2011 were listed on The Stock Exchange, Mumbai and The Uttar Pradesh Stock Exchange Assn. Ltd., Kanpur. The Company confirms that it has paid Annual Listing Fees due to the Stock Exchanges for the year 2010-2011.

**(f) Stock Code**

The Stock Exchange, Mumbai : 531552  
 The Uttar Pradesh Stock Exchange Assn. Ltd., Kanpur : \_\_\_\_\_

**(g) Stock Market Data**

Market Price Data- Monthly high/low of Company's Equity shares during the financial year 2010-2011 on the BSE along with performance in comparison to BSE Sensex is given as under:

MONTH	RTCL Limited on BSE		BSE Sensex	
	High (Rs.)	Low (Rs.)	High	Low
April, 2010	4.41	3.80	18,047.86	17,276.80
May, 2010	4.21	3.55	17,536.86	15,960.15
June, 2010	3.72	3.16	17,919.62	16,318.39
July, 2010	5.25	3.40	18,237.56	17,395.58
August, 2010	5.17	3.92	18,475.27	17,819.99
September, 2010	4.48	4.00	20,267.98	18,027.12
October, 2010	4.51	4.10	20,854.55	19,768.96
November, 2010	4.21	3.83	21,108.64	18,954.82
December, 2010	4.45	3.81	20,552.03	19,074.57
January, 2011	4.08	3.72	20,664.80	18,038.48
February, 2011	3.75	3.44	18,690.97	17,295.62
March, 2011	3.70	3.52	19,575.16	17,792.17

**(h) Registrar and Transfer Agents for shares held in Physical as well as Depository mode:**

Abhipra Capital Limited  
 A-387, Dilkhush Industrial Area,  
 G.T. Karnal Road, Azadpur,  
 Delhi-110 033  
 Ph: 011-42390807, 42390909  
 Fax: 011-42390830  
 E-mail: info@abhipra.com

**(i) Share Transfer System**

The Board has delegated the power of share transfer to Shareholders/Investors' Grievance Committee. The Committee holds meeting at regular interval to consider all matters concerning transfer and transmission of Shares.

**(j) Distribution and Shareholding Pattern**

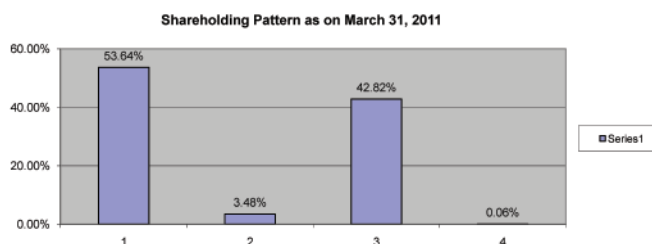
Distribution of shareholding of Company as on March 31, 2011:

Range of Equity Shares	No. of Shareholders % to Total	No. of shares % to Total
Up to 250	8059	78.243
251 - 500	893	8.670
501 - 1000	532	5.165
1001 - 2000	257	2.495
2001 - 3000	299	2.903
3001 - 4000	38	0.369
4001 - 5000	66	0.641
5001 - 10000	92	0.893
10001 and above	64	0.621
<b>Total</b>	<b>10300</b>	<b>100.00</b>

**Shareholding Pattern of the Company as on March 31, 2011:**

Category	Nos. of Shares held	Percentage of Holding
<b>A Promoter and Promoter Group</b>		
1. Indian Promoters	6437433	53.64
2. Foreign Promoters	–	–
Sub Total	6437433	53.64
<b>B Public Shareholding</b>		
1. Institutional Investors		
–Mutual Funds & UTI	–	–
–Banks, Financial Institutions, Insurance	–	–
–Companies	–	–
–Central Government/State Government(s)	–	–
–Foreign Institutional Investors	–	–
2. Non-Institutional Investors		
–Bodies Corporate	418157	3.48
–Individuals/ HUFs	5138069	42.82
–NRIs	7511	0.06
Sub Total	55,63,737	46.36
<b>Total</b>	<b>1,20,01,170</b>	<b>100.00</b>

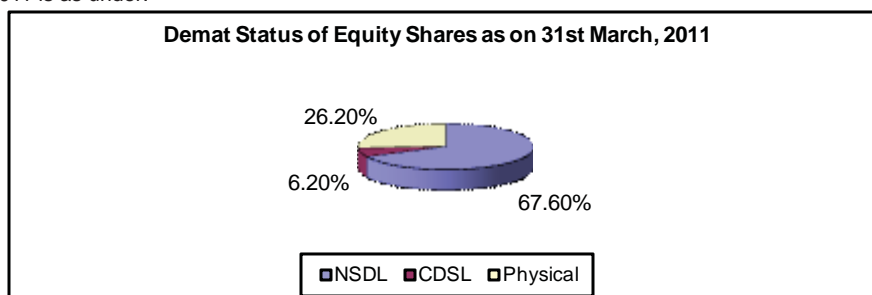
## SEVENTEENTH ANNUAL REPORT – 2010-2011



1. Indian Promoters 2. Bodies Corporate 3. Individual/HUFs 4. NRI

### (k) Dematerialization of Securities

The Company's Shares are available for trading in the Depository System both at National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Internet Security Identification Number (ISIN) allotted by NSDL and CDSL to RTCL Limited is INE754B01012. Demat Status of Company as on March 31, 2011 is as under:



### (l) Liquidity of Shares

The Equity shares of the Company are traded in B Group at the Bombay Stock Exchange. Its shares are also traded in Uttar Pradesh Stock Exchange, Kanpur

### (m) Outstanding GDRs/ADRs/Warrants or any other Convertible Instrument

Company has not issued any GDRs/ ADRs/ Warrants or any other convertible instruments or any issue (public issue, right issue, preferential issue etc.) which likely to have impact on Equity Share Capital of the Company.

### (n) Name and Designation of Compliance Officer:

Mr. Ajay Kumar Jain (Whole Time Director)

### (o) Address for Correspondence

The shareholders may address their communications/ suggestions/ grievances/ queries to:

Mr. Ajay Kumar Jain (Whole Time Director)  
RTCL Limited  
6926, Jaipuria Mills, Clock Tower,  
Subzi Mandi, Delhi – 110 007  
Phone: 011-23852583 Fax- 011-23852666  
Email: raghunathgroup1@indiatimes.com  
rgc.secretarial@rediffmail.com  
Website: [www.rtcllimited.com](http://www.rtcllimited.com)



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **Industry Structure and Development:**

#### **Real Estate**

Driven by positive growth in the economy, real estate industry in India is booming. The Company is in continuous process of making a vivacious presence for itself in real estate Industry and has undertaken Projects.

#### **Opportunities and Threats:**

The organized retail sector is expected to grow stronger than GDP growth in the next five years driven by changing life styles, strong income growth and favorable demographic pattern. The annual growth of departmental stores has been estimated at faster pace, which is faster than overall retail; and super markets have taken an increased share of general food and grocery trade over the last two decades.

However, the players in the organized sector have to face big challenges as they have huge expenses to meet, and yet have to keep prices low enough to be able to compete with the traditional sector. High costs for the organized sector arises from: higher labor costs, social security to employees, high quality real estate, much bigger premises, comfort facilities such as air-conditioning, back-up power supply, taxes etc. Organized retailing also has to cope with the middle class psychology that the bigger and brighter a sales outlet is, the more expensive it will be.

#### **Segment wise Performance:**

A detailed segment report is prepared and presented at Sr. No. 14 (b) in Notes to Accounts appearing under "Significant Accounting Policies and Notes to Accounts" forming part of the Balance Sheet.

#### **Out-Look:**

The Company has projected a sizeable growth in the organized retail sector, which seems to be achievable in view of the better growth prospects for the retail industry. The primary focus will be centered on consolidating capabilities and building market standing. Over the time, it is the objective to gain a leadership in the organized retail industry.

#### **Risks and Concerns:**

Today retailing is not officially recognized as an 'Industry'. This may affect financing prospects and hence a negative impact on the growth of the industry. Proposals are underway to open the sector for International Companies also. This will see a further segregation of the international retailing brands and the domestic retailers, thereby injecting much greater dynamism in the market. The big established enterprises in the organized retail sector having their business operations in metros are expanding their roots in the State of Uttar Pradesh as competitors.

#### **Internal Control System and their Adequacy:**

The Company has in place adequate internal control system covering all its operations in order to provide reasonable assurance with regard to information and maintenance of proper accounting records, the economy and efficiency of operations, safeguarding of assets against unauthorized use or losses, and the reliability of financial and operational information.

The Internal Control mechanism comprises a well-defined organization structure, pre-determined authority levels and clearly defined policy guidelines for appropriate delegation of authority.

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### **Financial Performance with respect to Operational Performance:**

The Financial performance of the Company has been given separately in the Directors' Report.

### **Material Developments in Human Resources / Industrial Relations:**

The Company firmly believes that "People" and "People driven Strategies" are the pivotal force behind success of its growth. The HR philosophy is communicated to the employees through various group interactions with the Top Management. In order to ensure that its HR philosophy is translated into demonstrated action, the Company has sound, pro-active and progressive HR strategy and practices.

### **Cautionary Statement:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations 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, among others, economic conditions affecting demand/supply and price conditions in the domestic market in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

**AUDITORS' REPORT****To The Members of RTCL Limited**

1. We have audited the attached Balance Sheet of RTCL Limited as at March 31, 2011, also the Profit and Loss Account and Cash Flow Statement 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 (Auditors' Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order 2004 (together the 'order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the company.
4. Further to our comments in the Annexure referred to above, we report that;
  - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. 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;
  - c. The Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt from this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 on the basis of written representations received from the directors, as on March 31, 2011 and taken on records by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - e. In our opinion and to the best of our information and according to the explanations given to us and subject to paragraph 16 of the notes on accounts regarding non-provision of liability of gratuity as per AS-15 issued by The ICAI, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view conformity with the accounting principles generally accepted in India:
    - I. In the cases of the Balance Sheet, of the state of affairs of the company as at March 31, 2011;
    - II. In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
    - III. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

**For Kumar Piyush & Co.**  
**Firm Registration No.: 005120N**  
**Chartered Accountants**

**Sd/-**  
**VIRENDRA KUMAR GOEL,**  
**PARTNER**  
**Membership Number: 083705**  
**Place: New Delhi**  
**Date: 30 May, 2011**

## SEVENTEENTH ANNUAL REPORT – 2010-2011

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### ANNEXURE REFERRED TO IN PARAGRAPH 3 OF AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF RTCL LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2011

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) We have been informed that the fixed assets of the company are physically verified by the management according to a phased program designed to cover all the items over a period of three years, 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) During the year, the company has not disposed off substantial part fixed assets. Accordingly this has not affected the going concern assumption.
- (ii) (a) The inventory of the company has been physically verified during the year by the management, in our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory 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. No material discrepancies were noticed on physical verification.
- (iii) (a) The company has not granted loan to parties, covered in the register maintained under section 301 of The Companies Act, 1956. Accordingly, the provisions of paragraph 4(iii) (a) to (d) of CARO are not applicable.
- (b) The company had taken unsecured loan from one party covered in the register maintained under section 301 of The Companies Act, 1956. The amount involved in the transactions was Rs. 1,135,000/-.
- (c) In our opinion, the rate of interest and other terms and conditions on which, loans have been taken are not prima facie, prejudicial to the interest of the company.
- (d) The said interest bearing unsecured loan is returnable on demand and accordingly, there is no repayment schedule/overdue amount.
- (iv) There is adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of The Companies Act, 1956 have been entered in the register required to be maintained under that section.
- (b) According to the information and explanations given to us, we are of the opinion that the transactions made in pursuance of such contracts of arrangements referred to in paragraph (v) (a) above have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the meaning of section 58A and 58AA of The Companies Act, 1956 and the rules framed there under. Accordingly, the provisions of paragraph 4(vi) of CARO are not applicable.
- (vii) The company does not have internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government has not prescribed for the maintenance of cost records by the company under Section 209(1) (d) of The Companies Act, 1956 for any of its product. Accordingly, the provisions of paragraph 4(viii) of CARO are not applicable.

- (ix) (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on management representations, undisputed statutory dues, if applicable, in respect of Provident Fund, Employees' State Insurance dues, Investor Education and Protection Fund, Income Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues have generally been regularly deposited except *Service Tax* by the company during the year with the appropriate authorities.
- (b) According to the information and explanation given to us no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance dues, Investor Education and Protection Fund, Income Tax, Wealth Tax, Custom Duty, Excise Duty, Service Tax, VAT, Cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable
- (c) As at March 31, 2011, according to the records of the company and the information and explanations given to us, the following is the particulars of dues in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, excise duty and Cess that have not been deposited on account of dispute:

Name of the statute	Nature of The Dues	Amount (Rupees In Lakh)	Period to which the amount relates	Forum where dispute pending.
Income Tax Act, 1961	Income Tax	12.63 (Actual Demand was Rs. 21.63 Lakh and Rs. 9 Lakh has already been deposited.)	Assessment Year 2002-2003	Hon'ble High Court, Delhi

- (x) The company does not have accumulated losses at the end of the financial year. The company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- (xi) According to the records of the company, it has not defaulted in repayment of its dues to any financial institution or bank during the year, further, the company has not issued any debentures.
- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, the provisions of paragraph 4(xii) of CARO are not applicable.
- (xiii) In our opinion, considering the nature of activities carried on by the company during the year, the provisions of any special statute applicable to Chit Fund/ Nidhi/ Mutual Benefit Fund/ Society are not applicable to it. Accordingly, the provisions of paragraph 4(xiii) (a) to (d) of CARO are not applicable.
- (xiv) The company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities and other investments and timely entries have been made therein. All, securities have been held by company in its own name except to the extent of exemption, if any, granted under section 49 of the act.
- (xv) According to the information and explanations given to us, the company has not given guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of paragraph 4(xv) of CARO are not applicable.
- (xvi) According to the information and explanation given to us, the company has not taken term loan, so this clause is not applicable to it. Accordingly, the provisions of paragraph 4(xvi) of CARO are not applicable.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment and no funds raised on long-term basis have been used for short-term investment.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of The Companies Act, 1956. Accordingly, the provisions of paragraph 4(xviii) of CARO are not applicable.

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- (xix) According to the information and explanations given to us, during the period covered by our audit report and the company had not issued any debentures and accordingly, the provisions of paragraph 4(xix) of CARO are not applicable.
- (xx) According to the information and explanations given to us, during the year the company has not raised any money from the public issue. Accordingly, the provisions of paragraph 4(xx) of CARO are not applicable.
- (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 Kumar Piyush & Co.**  
**Firm Registration No.: 005120N**  
**Chartered Accountants**

**Sd/-**  
**VIRENDRA KUMAR GOEL**  
**Partner**  
**Membership Number: 083705**

**Place: New Delhi**  
**Date: May 30, 2011**

**BALANCE SHEET AS AT MARCH 31ST 2011**

PARTICULARS	SCHEDULES	As At	As At
		31.03.2011	31.03.2010
		Rupees	Rupees
<b>I. SOURCES OF FUNDS</b>			
<b>(1) SHAREHOLDERS' FUNDS</b>			
(a) Share Capital	A	120,011,700.00	120,011,700.00
(b) Reserves and Surplus		15,813,863.50	15,038,697.37
<b>(2) LOAN FUNDS</b>			
(a) Secured Loans	B	141,006.43	510,080.22
(b) Unsecured Loans		925,000.00	6,666,723.00
<b>TOTAL</b>		<b>36,891,569.93</b>	<b>142,227,200.59</b>
<b>II. APPLICATION OF FUNDS</b>			
<b>(1) FIXED ASSETS</b>			
(a) Gross Block	C	60,496,465.37	60,496,465.37
(b) Less : Depreciation		38,165,968.14	36,367,391.14
(c) Net Block		22,330,497.23	24,129,074.23
<b>(2) INVESTMENTS</b>			
(3) CURRENT ASSETS LOANS AND ADVANCES	D	55,293,000.00	77,593,000.00
<b>(a) Inventories</b>			
(a) Inventories	E	46,487,125.10	45,958,380.10
(b) Sundry Debtors		874,389.86	1,606,956.86
(c) Cash and Bank Balances		13,911,986.18	3,155,693.41
(d) Loans and Advances		15,454,085.73	9,657,678.99
(e) Deferred Tax Assets		126,189.00	90,830.00
		76,853,775.87	60,469,539.36
<b>LESS : CURRENT LIABILITIES AND PROVISIONS</b>			
(a) Current Liabilities	F	8,489,720.96	11,449,135.79
(b) Provisions		9,095,982.20	8,515,277.20
<b>NET CURRENT ASSETS</b>		<b>59,268,072.71</b>	<b>40,505,126.37</b>
<b>TOTAL</b>		<b>136,891,569.94</b>	<b>142,227,200.60</b>
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	L		

Schedules referred to above form an integral part of the Balance Sheet.

As per our report of even date attached.

For Kumar Piyush & Co.  
Firm Registration No.: 005120N  
Chartered Accountants

Sd/-  
VIRENDRA KUMAR GOEL  
Partner  
Membership Number : 083705  
Place: New Delhi  
Date : May 30, 2011

Sd/-  
(Shankar Lal Agrawal)  
Director  
DIN: 00183597

Sd/-  
(A.K. Jain)  
Director  
DIN: 00043349

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### PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2011

PARTICULARS	SCHEDULES	As At 31.03.2011 Rupees	As At 31.03.2010 Rupees
<b>INCOME</b>			
Sales and Business Income	G	3,380,018.00	6,151,000.00
Other Income	H	3,307,008.00	4,246,155.48
Increase/(Decrease) in Inventory	I	528,745.00	(2,078,000.00)
<b>Total Income</b>		<b>7,215,771.00</b>	<b>8,319,155.48</b>
<b>EXPENDITURE</b>			
Purchase - Building under Progress/Real Estate		528,745.00	2,875,000.00
Administrative and Selling Expenses	J	4,025,151.90	6,958,039.48
Financial Expenses		655,896.97	1,136,664.76
Depreciation	C	1,798,577.00	2,050,083.00
<b>Total Expenditure</b>		<b>7,008,370.87</b>	<b>13,019,787.24</b>
<b>PROFIT FOR THE YEAR</b>		207,400.13	(4,700,631.76)
Extra Ordinary Items	K	943,017.00	15,931,432.55
Tax Adjustments for Earlier Year(s.)		15,000.00	(36,078.00)
Provision for Income Tax		(418,494.00)	(3,017,693.20)
Provision for Wealth Tax		(7,116.00)	(25,223.00)
Deferred Tax Assets		35,359.00	62,300.00
Profit/(Loss) Brought Forward		15,038,697.37	6,824,590.78
<b>BALANCE CARRIED FORWARD</b>		<b>15,813,863.50</b>	<b>15,038,697.37</b>
<b>Weighted Average number of Equity Shares</b>		<b>12,001,170</b>	<b>12,001,170</b>
<b>Basic and Diluted Earning Per Share (Rs.)</b>		<b>0.06</b>	<b>0.68</b>
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	L		

Schedules referred to above form an integral part of the Profit and Loss Account.

As per our report of even date attached.

or **Kumar Piyush & Co.**  
Firm Registration No.: 005120N  
Chartered Accountants

Sd/-  
**VIRENDRA KUMAR GOEL**  
Partner  
Membership Number : 083705

Place: New Delhi  
Date : May 30, 2011

Sd/-  
**(Shankar Lal Agrawal)**  
Director  
DIN: 00183597

Sd/-  
**(A.K. Jain)**  
Director  
DIN: 00043349



**SCHEDULES TO BALANCE SHEET AS AT MARCH 31ST, 2011**

PARTICULARS	As At 31.03.2011 Rupees	As At 31.03.2010 Rupees
<b>SCHEDULE - A</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
15,000,000 (15,000,000) Equity Share of Rs. 10/-	150,000,000.00	150,000,000.00
<b>ISSUED SUBSCRIBED AND PAID UP</b>		
12,001,170 (12,001,170) Equity Shares of Rs. 10/- each fully paid up	120,011,700.00	120,011,700.00
	<b>120,011,700.00</b>	<b>120,011,700.00</b>
<b>SCHEDULE - B</b>		
<b>LOANS FUNDS</b>		
<b>SECURED LOANS</b>		
ICICI Bank Limited	141,006.43	510,080.22
<i>(Against hypothecation of Vehicles)</i>	<b>141,006.43</b>	<b>510,080.22</b>
<b>UNSECURED LOANS</b>		
Mandakini Motels Private Limited	925,000.00	925,000.00
Raghunath Builders Private Limited	-	5,741,723.00
	<b>925,000.00</b>	<b>6,666,723.00</b>

Place: New Delhi  
Date: July 15, 2011

Sd/-  
Shankar Lal Aggarwal  
Director  
DIN No. 00183597

Sd/-  
A.K. Jain  
Director  
DIN No. 0043349

# SEVENTEENTH ANNUAL REPORT – 2010-2011

## SCHEDULE - C FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			Rate of Depreciation
	As At 01.04.2010 Rupees	Additions during the year Rupees	Sold during the year Rupees	As At 31.03.2011 Rupees	As At 01.04.2010 Rupees	For the year Rupees	Adjustment during year Rupees	As At 31.03.2011 Rupees	As At 31.03.2010 Rupees	
Land and Site Development	2,318,396.20	-	-	2,318,396.20	-	-	-	2,318,396.20	2,318,396.20	-
Land for Retail Stores - Civil Lines	-	-	-	-	-	-	-	-	-	0.00%
Land for Retail Stores - Govind Nagar	1,055,606.60	-	-	1,055,606.60	-	-	-	1,055,606.60	1,055,606.60	0.00%
Land for Retail Stores - Vikas Puri	1,194,893.00	-	-	1,194,893.00	-	-	-	1,194,893.00	1,194,893.00	0.00%
Office Building	1,806,207.18	-	-	1,806,207.18	1,175,826.14	63,038.00	-	567,343.04	630,381.04	10.00%
Factory Building	17,906,219.90	-	-	17,906,219.90	13,763,696.35	414,252.00	-	3,728,269.55	4,142,521.55	10.00%
Building of Retail Stores	10,146,513.43	-	-	10,146,513.43	5,438,299.80	383,449.00	-	4,324,764.63	4,708,213.63	10.00%
Electric Installation (Retail Stores)	1,091,721.75	-	-	1,091,721.75	549,535.51	46,966.00	-	495,220.24	542,186.24	10.00%
Lift	1,928,299.44	-	-	1,928,299.44	1,144,056.93	55,150.00	-	729,092.51	784,242.51	10.00%
Electric Installation (Factory)	1,844,208.94	-	-	1,844,208.94	1,701,340.04	14,287.00	-	128,581.90	142,868.90	10.00%
Generator	1,540,280.00	-	-	1,540,280.00	441,719.00	-	-	1,098,561.00	1,098,561.00	15.00%
Furniture and Fixtures	1,535,236.15	-	-	1,535,236.15	970,931.27	56,430.00	-	507,874.88	564,304.88	10.00%
Office Equipment	4,192,745.88	-	-	4,192,745.88	3,053,314.19	79,935.00	-	1,059,496.69	1,139,431.69	10.00%
Computers	2,766,320.25	-	-	2,766,320.25	2,765,943.95	5,206.00	-	(4,828.70)	376.30	60.00%
Vehicles	9,669,816.65	-	-	9,669,816.65	5,362,725.96	679,864.00	-	3,627,226.69	4,307,090.69	15.00%
Tenancy Rights	1,500,000.00	-	-	1,500,000.00	-	-	-	1,500,000.00	1,500,000.00	-
Total	60,496,465.37	-	-	60,496,465.37	36,367,391.14	1,798,577.00	-	22,330,497.23	24,129,074.23	-
Previous year	71,048,808.18	-	(10,552,342.81)	60,496,465.37	38,504,233.70	2,050,083.00	(4,186,925.56)	24,129,074.23	32,544,574.48	-

**Note: According to the consistent accounting policy of charging depreciation on fixed assets, company has been charging depreciation at the rates and method specified in Income Tax Rules, 1962.**

Since the sales consideration of plant and machinery sold during the financial year 2004-2005 was greater than the combined written down value of plant and machinery and generator set, no depreciation has been charged on generator set

Note: Being a Capital Asset depreciation is not charged over the Tenancy Right as per the decision on B C Srinivasa Shetty (SC)

Place: New Delhi  
Date: July 15, 2011

Sd/-  
Shankar Lal Aggarwal  
Director  
DIN No. 00183597

Sd/-  
A.K. Jain  
Director  
DIN No. 0043349

PARTICULARS	As At 31.03.2011 Rupees	As At 31.03.2010 Rupees
<b>SCHEDULE - D</b>		
<b>INVESTMENTS</b>		
(Long Term, Trade, Fully Paid, Unquoted and valued at Cost)		
<b>In Subsidiary :</b>		
Nil (232,000) Equity Shares of Rs.10/- each in RTC Real Estate Private Limited	-	22,300,000.00
<b>In Others :</b>		
7,146,000 (7,146,000) Equity Shares of Rs. 1/- each in Raghunath Builders Private Limited	7,146,000.00	7,146,000.00
5,936,870 (5,936,870) Equity Shares of Re. 1/- each in Sir Bio Tech India Limited	34,247,000.00	34,247,000.00
9,300,000 (9,300,000) Equity Shares of Rs.1/- each in P. J. Softwares Limited	9,300,000.00	9,300,000.00
460,000 (460,000) Shares in Mandakini Motels Private Limited	4,600,000.00	4,600,000.00
	<b>55,293,000.00</b>	<b>77,593,000.00</b>
Aggregate Book value of unquoted investments	55,293,000.00	77,593,000.00
<b>SCHEDULE - E</b>		
<b>CURRENT ASSETS, LOANS AND ADVANCES</b>		
<b>INVENTORIES</b>		
(As valued and certified by the Management)		
Land and Building	46,487,125.10	45,958,380.10
	<b>46,487,125.10</b>	<b>45,958,380.10</b>
<b>SUNDRY DEBTORS</b>		
(Unsecured and Considered Good)		
Outstanding for More than 6 Months	57,106.00	-
Outstanding for Less than 6 Months	817,283.86	1,606,956.86
	<b>874,389.86</b>	<b>1,606,956.86</b>
<b>CASH AND BANK BALANCES</b>		
Cash in Hand	136,541.64	39,981.64
<b>Balance with Scheduled Bank on :</b>		
Current Account	1,385,782.70	1,243,278.87
Public Issue Refund Payable Account	3,500.00	3,500.00
Fixed Deposits with Bank and Accrued Interest thereon	12,386,161.84	1,868,932.90
	<b>13,911,986.18</b>	<b>3,155,693.41</b>
<b>LOANS AND ADVANCES</b>		
(Unsecured and Considered Good)		
Advances Recoverable in Cash or in Kind or for Value to be Received	679,082.00	28,535.19
Security Deposit	19,000.00	19,000.00
Stock-invest Recoverable	384,500.00	384,500.00
Share Application Money	2,137,000.00	137,000.00

Place: New Delhi  
Date: July 15, 2011

Sd/-  
Shankar Lal Aggarwal  
Director  
DIN No. 00183597

Sd/-  
A.K. Jain  
Director  
DIN No. 0043349

## SEVENTEENTH ANNUAL REPORT – 2010-2011

PARTICULARS	As At 31.03.2011 Rupees	As At 31.03.2010 Rupees
Advance for purchase of Land and Building	2,039,930.00	1,753,680.00
Advance to Parties for Construction Related Activities	739,055.00	840,190.00
Prepaid Expenses	10,838.93	10,924.00
Advance Tax including TDS	9,444,679.80	6,483,849.80
	<b>15,454,085.73</b>	<b>9,657,678.99</b>
<i>(Maximum amount due from directors Rs.Nil (2009-2010 Rs.Nil)</i>		
<b>SCHEDULE - F</b>		
<b>CURRENT LIABILITIES</b>		
Sundry Creditors for Goods	1,990,414.96	1,990,414.96
Sundry Creditors for Expenses	570,018.00	141,101.83
Advances from Customers (Real Estate)	5,350,000.00	7,850,000.00
Security Deposit from Tenants	534,000.00	1,299,000.00
Expenses Payable	45,288.00	168,619.00
	<b>8,489,720.96</b>	<b>11,449,135.79</b>
<b>PROVISIONS</b>		
Income Tax for Assessment Year 2007-2008	2,858,630.00	2,858,630.00
Income Tax for Assessment Year 2008-2009	748,372.00	748,372.00
Income Tax for Assessment Year 2009-2010	895,083.00	895,083.00
Income Tax for Assessment Year 2010-2011	3,017,693.20	3,017,693.20
Income Tax for Assessment Year 2011-2012	418,494.00	-
Wealth Tax for Assessment Year 2010-2011	10,223.00	25,223.00
Wealth Tax for Assessment Year 2011-2012	7,116.00	-
TDS Payable	76,496.00	134,569.00
Bonus	44,849.00	77,567.00
Gratuity	703,137.00	585,272.00
Employees Provident Fund	11,383.00	12,558.00
Employees State Insurance	2,896.00	3,203.00
Service Tax Payable	301,610.00	157,107.00
	<b>9,095,982.20</b>	<b>8,515,277.20</b>
<b>SCHEDULE - G</b>		
<b>SALES AND BUSINESS INCOME</b>		
Sale - Real Estate	-	6,151,000.00
Income from Forefeiture on Settlement	1,350,000.00	-
Commission from Agency Business	2,030,018.00	-
	<b>3,380,018.00</b>	<b>6,151,000.00</b>
<b>SCHEDULE - H</b>		
<b>OTHER INCOME</b>		
Interest received	728,491.00	129,511.00
Rent	2,578,187.00	3,365,530.00

Place: New Delhi  
Date: July 15, 2011

Sd/-  
Shankar Lal Aggarwal  
Director  
DIN No. 00183597

Sd/-  
A.K. Jain  
Director  
DIN No. 0043349

<b>PARTICULARS</b>	<b>As At 31.03.2011 Rupees</b>	<b>As At 31.03.2010 Rupees</b>
Credit Balances Written Back	330.00	750,820.85
Miscellaneous Income	-	293.63
	<b><u>3,307,008.00</u></b>	<b><u>4,246,155.48</u></b>
<b>SCHEDULE - I</b>		
<b>INCREASE/(DECREASE) IN INVENTORY</b>		
Opening Stock:		
Land and Building	<u>45,958,380.10</u>	<u>48,036,380.10</u>
	<b><u>45,958,380.10</u></b>	<b><u>48,036,380.10</u></b>
Closing Stock:		
Land and Building	<u>46,487,125.10</u>	<u>45,958,380.10</u>
	<b><u>46,487,125.10</u></b>	<b><u>45,958,380.10</u></b>
<b>INCREASE/(DECREASE) IN INVENTORY</b>	528,745.00	2,078,000.00
<b>SCHEDULE - J</b>		
<b>ADMINISTRATIVE AND SELLING EXPENSES</b>		
Salary, Wages and Bonus	1,424,557.00	2,316,190.00
Contribution to Provident Fund	73,274.00	84,248.00
Contribution to Employees State Insurance Fund	25,618.00	29,486.00
Gratuity	117,865.00	201,617.00
Staff Welfare Expenses	24,219.00	21,386.00
Insurance	22,332.07	22,081.00
Rent	486,180.00	486,180.00
Rates and Taxes	217,466.00	127,086.97
Compensation Paid	-	900,000.00
Generator Running and Electricity Expenses	83,969.00	89,629.00
Legal and Professional Charges	331,998.00	392,239.00
Sundry Debtors Written Off	-	1,528,092.00
Advertisement and Publicity	82,666.00	92,249.00
Postage and Telephone	260,286.83	327,094.62
Travelling and Conveyance	106,303.00	97,711.00
Printing, Stationery and Computer Maintenance	79,916.00	39,293.00
Auditors' Remuneration	231,630.00	110,300.00
Other Expenses	<u>456,872.00</u>	<u>93,156.89</u>
	<b><u>4,025,151.90</u></b>	<b><u>6,958,039.48</u></b>
<b>SCHEDULE - K</b>		
<b>EXTRA ORDINARY ITEMS</b>		
Profit(Loss) on Sale of Assets	-	15,834,582.74
Capital Gain	900,000.00	31,955.81
Prior Year Income	103,579.00	100,000.00
Prior Year Expenses	<u>(60,562.00)</u>	<u>(35,106.00)</u>
	<b><u>943,017.00</u></b>	<b><u>15,931,432.55</u></b>

Place: New Delhi  
Date: July 15, 2011

Sd/-  
Shankar Lal Aggarwal  
Director  
DIN No. 00183597

Sd/-  
A.K. Jain  
Director  
DIN No. 0043349

# SEVENTEENTH ANNUAL REPORT – 2010-2011

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## SCHEDULE – L

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

#### 1. NATURE OF OPERATION

RTCL Limited (The “Company”) is mainly engaged in Real Estate including renting activities.

#### 2. SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

##### A. SIGNIFICANT ACCOUNTING POLICIES

###### (a) Basis of Preparation

Financial statements are prepared under the historical cost convention in consonance and accordance with applicable accounting standards, accepted accounting principles and relevant presentational requirements of The Companies Act, 1956. Company follows accrual basis of accounting in accordance with the provisions of The companies Act, 1956.

###### (b) Fixed Assets

Fixed assets are recorded at cost. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Physical verification of the assets is carried out once in three years.

###### (c) Depreciation

Depreciation on Fixed Assets has been provided on written down method at rates and method as per Income-tax Rules, 1962. No depreciation is charged on fixed assets sold during the year.

###### (d) Investments

Current investments are valued at the lower of cost and fair value and long- term investments are stated at cost in accordance with Accounting Standard – 13 on “Accounting for Investments” issued by the Institute of Chartered Accountants of India. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

###### (e) Inventories

Inventory of Land and Building and trading goods is valued at lower of cost and net realizable value. Cost of Land and Building includes acquisition cost of land and cost of super structure built thereupon. Cost of trading goods includes acquisition cost, taxes, duties and freight. Cost is computed on FIFO basis of costing.

###### (f) Preliminary Expenses and Share Issue Expenses

Preliminary expenses and Share issue expenses are to be written off in ten years in equal installment from the year in which commercial production commences.

###### (g) Retirement Benefits

###### Gratuity

Provision of Gratuity is created for employees who have completed continuous five years’ of services at the rate of 15 days salary for every completed year of service based on the salary drawn during the last month of the financial year.

###### Leave Encashment

Unused leave are paid to the employees at the end of year and are not accumulated.

###### Provident Fund

Company’s contribution to provident fund is charged to profit and loss account.

**(h) Impairment of Assets**

If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flow.

**(i) Accounting for Taxes on Income**

Provision for current Income tax is made after taking in to consideration the benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax is recognized, on timing differences, being the difference between taxable and accounting income that originates in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

**(j) Foreign Currency Transactions**

**Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying the exchange rate between the reporting currency and the foreign currency to the foreign currency amount at the date of the transaction.

**Conversion**

Foreign currency monetary items are reported using the closing rate. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are recognized in the profit and loss account.

**Exchange Difference**

Exchange difference arising on the settlement of monetary items at rate different from those at which they were initially recorded during the year, are recognized as income or as expense in the year in which they arise.

**(k) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

**Sale of Goods:**

Sales are recognized net of sales tax charged, and rebates/discounts allowed to customers.

**Sale of Services:**

Revenue from services is recognized on completion of services.

**Interest:**

Interest on fixed deposits is recognized on accrual basis on a time proportion basis taking in to account the amount outstanding and the rate applicable.

**Dividend:**

Revenue is recognized when the right to receive the income is established.

**Sale of Flats:**

Sale of flat purchased from other developers is recognized on execution of transfer deed in favour of the buyer.

**Real Estate Development Project:**

Revenue from each Real Estate Development Project is recognized:

## SEVENTEENTH ANNUAL REPORT – 2010-2011

- (i) On the basis of "Percentage Completion Method"
- (ii) The percentage completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs
- (iii) When the stage of completion of each project reaches a significant level, which is estimated to be at least 25% of the total estimated cost of project
- (iv) When no significant uncertainty exists regarding the amount of the consideration from sale, which is estimated on collection of at least 25% of sale consideration.

### **Rent:**

Revenue is recognized on an accrual basis in accordance with the terms of the relevant agreement.

### **(l) Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

### **(m) Earnings per Share**

The basic earnings per share are computed by dividing the net profit or loss attributable the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earning per share comprises the weighted average number of shares considered for deriving basic earning per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential shares, unless the results would be anti dilutive.

## **B NOTES ON ACCOUNTS**

- 1 Previous year's figures have been regrouped, recast, rearranged wherever necessary to conform to this year's classification. Figures in bracket represent figures pertaining to financial year 2009-2010 unless stated otherwise. Amounts are mentioned in Rupees.
- 2 Public Issue Account of Rs. 3,500/- (2009-2010 Rs. 3,500/-) is subject to reconciliation and confirmation.
- 3 Company had given an advance of Rs. 289,930/- (2009-2010 Rs. 289,930/-) during the financial year 1999-2000 to 'Kanpur Nagar Mahapalika' for conversion of leasehold land into freehold land. However, the said effect has not yet been given.
- 4 Creditors of Rs. 330.00/- (2009-2010-Rs. 750,820.85) have been written back during the year.
- 5 There were no Micro and Small enterprises to whom amounts are outstanding for more than 45 days, as at March 31, 2011 (Previous Year Rs. Nil). As at March 31, 2011, no supplier has intimated the company about its status as Micro and Small enterprises or its registration with the appropriate authority under The Micro, Small and Medium Enterprises Development Act, 2006.
- 6 Details of movements in Investments:

<b>Name of the Company</b>	<b>Number of Units/ Shares purchased/ (Sold)</b>
Trade investment:	
RTC Real Estate Private Limited–Equity Shares	(223,000) Equity Shares of Rs. 10/- each 2009–2010: 223,000 Equity Shares of Rs. 10/- each



- 7 Confirmation from Debtors, Creditors and advances to and from various parties were not received and their balances are shown as appearing in the accounts.
- 8 During the year, there were no expenditure and/ or earnings in foreign exchange.
- 9 Earning per Share:

Particulars	2010-2011	2009-2010
Profit After Tax (attributable to equity shares)	775,166	8,214,107
Weighted Average Number of Equity Shares	12,001,170	12,001,170
Nominal Value of Each Equity Share	10	10
Basic and Diluted Earning Per Share	0.06	0.68

- 10 The Profit and Loss Account includes payments and provision of remuneration on account of whole time Directors.

Particulars	2010-2011	2009-2010
Salary	231,699	67,672

For the year ended March 31, 2011 no commission has been paid hence, computation of profit under section 349 of the Companies Act, 1956 is not given.

- 11 Remuneration to Auditors:

Description	2010-2011	2009-2010
Audit Fees	150,000	80,000
Tax Audit Fees	60,000	20,000
Service Tax	21,630	10,300
Total	231,630	110,300

- 12 Related Party Disclosures:

**a) Following are related parties:**

(a)	Key Management Personnel	Mr. Ajay Kumar Jain, Director
(b)	Individuals and their relatives having significant influence over the company	Mr. Om Prakash Agrawal Mrs. Alka Dalmia (Wife of Director) Mr. Yuvraj Dalmia (Son of Director) Mr. Pulkit Dalmia (Son of Director)
	Enterprises that control or are controlled by the company, its directors and persons having significant influence over the company	P. J. Softwares Limited Raghunath Builders Private Limited Sir Bio Tech India Limited Raghunath Holdings and Finlease Limited Mandakini Motels Private Limited

## SEVENTEENTH ANNUAL REPORT – 2010-2011

**b) Related Party Transactions:**

Transactions	Key Management Personnel		Individual and their relatives having significant influence over the company		Enterprises that control or are controlled by the company, its directors and persons having significant influence over the company	
	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010
Loan Given	-	-	1,157,460	-	-	-
Repayment of Loan	-	-	1,157,460	-	7,482,785	1,057,950
Expenses	231,699	67,672	360,000	360,000	60,000	60,000
Loan Taken	-	-	-	-	1,135,000	1,460,000
Investment Made	-	-	-	-	-	-
Advance Taken	-	-	-	-	-	1,050,000
Refund of advance	-	-	-	-	-	1,400,000
Advance Received Back	-	-	-	-	-	-
Share Application Money Given	-	-	-	-	-	1,450,000
Share Application Money Received Back	-	-	-	-	-	5,368,000
Rent Received	-	-	-	-	120,000	120,000
Interest Received	-	-	-	-	-	-
Interest Paid	-	-	-	-	606,062	579,502
Purchases of Assets	-	-	-	-	-	22,300,000

**c) Balance outstanding at the end of the year:**

Particulars	Amount Outstanding (Rupees)	
	2010-2011	2009-2010
<b>Liabilities:</b>		
Loan Taken	-	6,145,171
Advance Received	150,000	150,000
Expenses Payable		652,308
<b>Assets:</b>		
Investment in Shares	55,293,000	77,593,000
Share Application Money	-	-
Sundry Debtors	33,090	18,000
Amount Receivable	-	-
Loan Given	-	-

**d) During the year, no amount receivable/payable from/to related parties has been written off/written back.**

13 Information pursuant to the provisions of paragraphs 3, 4C, 4D of part II of Schedule VI of the Companies Act, 1956 are not applicable.

Particulars in respect of Opening Stock, Purchases, Sales and Closing Stock of Land and commercial/residential units:

Description	Unit	2010-2011		2009-2010	
		Area	Amount	Area	Amount
<b>Opening Stock:</b>					
Land at Bagdaudhi	Hectare	0.318	331,680	0.318	331,680
Land at Prem Tehshil-Billauhar	Hectare	0.610	355,050	0.610	355,050
Land at Lathewali Kothi, Kanpur	Square Metres	142.020	769,000	524.330	2,847,000
Flat 4 BR at Aloha	No(s.)	1	6,630,360	1	6,630,360
Land at Swaroop Nagar, Kanpur	Square Metres	728.910	7,429,572	728.910	7,429,572
Work-in-Progress - Swaroop Nagar		-	-	-	-
Land at Lucknow	Square Feet	98,015.920	16,598,805	98,015.920	16,598,805
Work-in-Progress – Lucknow		-	7,159,563	-	7,159,563
Land at Goa	Square Metres	12,944.000	6,172,645	12,944.000	6,172,645
Work-in-Progress – Goa		-	511,705	-	511,705
		<b>Total</b>	<b>45,958,380</b>		<b>48,036,380</b>
<b>Purchases:</b>					
Land at Lathewali Kothi, Kanpur/WIP	Square Metres	-	305,135.00	-	2,875,000
Work-in-Progress – Goa		-	223,610.00	-	-
		<b>Total</b>	<b>528,745.00</b>		<b>2,875,000</b>
<b>Sales:</b>					
Land at Lathewali Kothi, Kanpur	Square Metres	-	-	382.310	6,151,000
		<b>Total</b>	<b>-</b>		<b>6,151,000</b>
<b>Closing Stock:</b>					
Land at Bagdaudhi	Hectare	-	331,680	0.318	331,680
Land at Prem Tehshil-Billauhar	Hectare	-	355,050	0.610	355,050
Land at Lathewali Kothi, Kanpur	Square Metres	-	1,074,135	142.020	769,000
Flat 4 BR at Aloha	No(s.)	-	6,630,360	1	6,630,360
Land at Swaroop Nagar, Kanpur	Square Metres	-	7,429,572	728.910	7,429,572
Land at Lucknow	Square Feet	-	16,598,805	98,015.920	16,598,805
Work-in-Progress - Lucknow		-	7,159,563	-	7,159,563
Land at Goa	Square Metres	-	6,172,645	12,944.000	6,172,645
Work-in-Progress – Goa		-	735,315	-	511,705
		<b>Total</b>	<b>46,487,125</b>		<b>45,958,380</b>

## SEVENTEENTH ANNUAL REPORT – 2010-2011

14 (a) Pursuant To Accounting Standard - 17 on "Segment Reporting" issued by the Institute of Chartered Accountants of India, Retailing, Agency and Real Estate are considered three business segments whereas other remaining activities are considered as un-allocable segment.

14 (b) Segment Reporting

Particulars	Trading/Agency		Departmental Store		Real Estate Developers		Unallocable		Total	
	2010-2011	2009-2010	2010-2011	200-2010	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010
Sales/Receipts	2,030,018	-	-	-	3,928,187	9,516,530	728,821	880,625	6,687,026	10,397,155
Less: Inter Segment Revenue	-	-	-	-	-	-	-	-	-	-
Total Revenue	2,030,018	-	-	-	3,928,187	9,516,530	728,821	880,625	6,687,026	10,397,155
Segment Results Before Interest,										
Extraordinary Items and Tax	2,030,018	-	(485,565)	(539,517)	3,928,187	4,563,530	(4,609,343)	(7,587,980)	863,297	(3,563,967)
Less: Interest	-	-	-	-	-	-	(655,897)	(1,136,665)	(655,897)	(1,136,665)
Profit/(Loss) Before Extraordinary Items and Tax	2,030,018	-	(485,565)	(539,517)	3,928,187	4,563,530	(5,265,240)	(8,724,645)	207,400	(4,700,632)
Extra Ordinary Items	-	-	-	-	-	-	943,017	15,931,433	943,017	15,931,433
Profit Before Tax	2,030,018	-	(485,565)	(539,517)	3,928,187	4,563,530	(4,322,223)	7,206,788	1,150,417	11,230,801
Current Tax	-	-	-	-	-	-	(410,610)	(3,078,994)	(410,610)	(3,078,994)
Deferred Tax	-	-	-	-	-	-	35,359	62,300	35,359	62,300
Profit After Tax	2,030,018	-	(485,565)	(539,517)	3,928,187	4,563,530	(4,697,474)	4,190,094	775,166	8,214,107
Segment Assets	-	-	7,799,577	8,285,142	50,140,500	50,159,207	96,411,007	103,656,435	154,351,084	162,100,784
Segment Liabilities	-	-	9,855	9,855	7,864,560	11,129,560	10,777,295	16,001,801	18,651,710	27,141,216
Total Cost to Acquire the Segment Assets	-	-	-	-	-	-	-	-	-	-
Segment Depreciation	-	-	485,565	539,517	-	-	1,313,012	1,510,566	1,798,577	2,050,083
Non Cash Expenses Other Than Depreciation	-	-	-	-	-	-	9,095,982	8,515,277	9,095,982	8,515,277

(C) Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segment. The expenses, which are not directly relatable to the business segment, are shown as unallocated cost. Assets and Liabilities, which cannot be allocated between the segments, are shown as unallocated assets and liabilities respectively.

15 Pending actuarial valuation for gratuity as per AS-15 issued by The ICAI, the company has provided liability for Gratuity amounting to Rs. 117,865/- (2009-2010 Rs. 201,617/-) during the year. However, the company has not actually paid any sum by way of gratuity during the year.

16 Deferred Taxation

#### Computation of deferred tax assets/liabilities:

Particulars	2010-2011	2009-2010
Balance as at the beginning of the year	90,830	28,530
Less: Deferred Tax Assets adjusted	-	-
Add: Provision of Gratuity of Rs. 117,865/- (2009 2010 Rs. 201,617/-) at the rate of 30%	35,359	62,300
Balance as at the close of the year	126,189	90,830



- 17 In the opinion of the management, the current assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the balance sheet.
- 18 Balance Sheet Abstract and Company's General Business Profile (in terms of amendment to Part IV of Schedule VI to the Companies Act, 1956) is annexed herewith.
- 19 Contingent liabilities not provided for in respect of:  
The Hon'ble Income Tax Appellate Tribunal, New Delhi has decided the appeal in favour of the company vide its order No. ITA No. 1917/Del of 2007 dated August 29, 2008 thereby canceling the demand of Rs. 21.63 Lakh for the assessment year 2002-2003. Therefore, the tax deposited by the company against this demand to the extent of Rs. 9, 00,000/- has become due for refund alongwith necessary interest thereon. However, the Income Tax Department has preferred an appeal against the said order before Hon'ble Delhi High Court for which the proceedings are yet to begin.
- 20 Schedules 'A' to 'L' form an integral part of the Balance Sheet and Profit and Loss Account has been duly authenticated.

**As per our report of even date attached**

**For Kumar Piyush & Co.  
Firm Registrati0n No.: 005120N  
Chartered Accountants**

**Sd/-  
VIRENDRA KUMAR GOEL  
Partner  
Membership Number: 083705**

**Place: New Delhi,  
Date: May 30, 2011**

**Sd/-  
(Shanker Lal Agrawal)  
Director  
DIN-00183597**

**Sd/-  
(A.K. Jain)  
Director  
DIN- 00043349**

## SEVENTEENTH ANNUAL REPORT – 2010-2011

### BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

<b>I.</b>	<b>Registration Details :</b>	
	Registration No.	20-16225
	State Code	20
	Balance Sheet Date	31.03.2011
<b>II.</b>	<b>Capital raised during the year (Amount in Rs. Thousand)</b>	
	Public Issue	-
	Right Issue	-
	Bonus Issue	-
	Private Placement	-
<b>III.</b>	<b>Position of mobilization and deployment of funds:</b>	
	Total Liabilities	136,891.57
	Total Assets	136,891.57
	Source of Funds :	
	Paid-up Capital	120,011.70
	Reserves and Surplus	15,813.86
	Secured Loans	141.01
	Unsecured Loans	925.00
	Application of Funds :	
	Net Fixed Assets	22,330.50
	Investments	55,293.00
	Net Current Assets	59,268.07
	Miscellaneous Expenditure	-
	Accumulated Losses	-
<b>IV.</b>	<b>Performance of the Company: (Amount in Rs. Thousand)</b>	
	Turnover	7,630.04
	Total Expenditure	6,479.63
	Profit/Loss Before Tax	1,150.42
	Profit/Loss After Tax	775.17
	Earnings per shares in Rs.	0.06
	Dividend Rate %	-
<b>V.</b>	<b>Generic Names of three principal products of the Company :</b>	
	Items Code No. (ITC Code)	24.02
	Product Description	Retailing
	Items Code No. (ITC Code)	Not Applicable
	Product Description	Real Estate

For and on behalf of the Board

Sd/-  
(A.K. Jain)  
DIN-00043349  
Director

Sd/-  
(Shanker Lal Agrawal)  
DIN-00183597  
Director

Place: New Delhi  
Date: May 30, 2011

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2011**

S.No.	PARTICULARS	31.03.2011	31.03.2010
		Rupees	Rupees
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit Before Tax and Extraordinary Items	207,400.13	(4,700,631.76)
	Adjustments for :		
	Depreciation	1,798,577.00	2,050,083.00
	Preliminary, Deferred and Issue Expenses Written Off	-	-
	Deferred Tax Provision	(35,359.00)	(62,300.00)
	Interest and Other Income	(3,307,008.00)	(4,246,155.48)
	Interest Paid	655,896.97	1,136,664.76
	Prior Period Expenditure net of income	943,017.00	96,849.81
	Operating Profit Before Working Capital Changes	262,524.10	(5,725,489.67)
	Adjustments for:		
	Trade and Other Receivables	5,063,839.74	(8,224,341.70)
	Inventories	528,745.00	(2,078,000.00)
	Trade Payments	(2,378,709.83)	1,308,938.65
	Cash Generated from Operations	(7,708,770.47)	5,885,790.68
	Interest Paid	(655,896.97)	(1,136,664.76)
	Direct Taxes Paid	(375,251.00)	(3,016,694.20)
	<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	(8,739,918.44)	1,732,431.72
	Net Cash from Operating Activities	(8,739,918.44)	1,732,431.72
	<b>CASH FROM INVESTING ACTIVITIES</b>		
<b>B.</b>	<b>Purchase of Fixed Assets</b>	-	-
	Sales of Fixed Assets	-	(22,200,000.00)
	Purchase of Investments	(22,300,000.00)	22,073,933.44
	Interest and Other Income	(3,307,008.00)	(4,246,155.48)
	Net Cash from Investing Activities	(25,607,008.00)	(4,372,222.04)
	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>C.</b>	<b>Proceeds from Issue of Share Capital</b>	-	-
	Proceeds from Long Term Borrowings	(369,073.79)	(8,180,119.95)
	Proceeds from Other Borrowings	(5,741,723.00)	973,999.00
	Public Issue and Other Expenses	-	-
	Net Cash from Financing Activities	(6,110,796.79)	(7,206,120.95)
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	10,756,292.77	(1,101,467.19)
<b>D.</b>	Cash and Cash Equivalents at the beginning of the year	3,155,693.41	4,257,160.60
	Cash and Cash Equivalents at the end of the year	13,911,986.18	3,155,693.41

As per our report of even date attached.

For Kumar Piyush & Co.  
Firm Registration No.: 005120N  
Chartered Accountants

Sd/-  
VIRENDRA KUMAR GOEL  
Partner  
Membership Number: 083705

Place: New Delhi

Sd/-  
(Shanker Lal Agrawal)  
Director  
DIN-00183597

Sd/-  
(A.K. Jain)  
Director  
DIN:00043349

## SEVENTEENTH ANNUAL REPORT – 2010-2011

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### AUDITORS' CERTIFICATE

We have examined the above cash flow statement of RTCL Limited for the year ended March 31, 2011 and March 31, 2010. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchanges and is based on and in agreement with corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

**For Kumar Piyush & Co.**  
**Firm Registration No.: 005120N**  
**Chartered Accountant**

**Sd/-**  
**VIRENDRA KUMAR GOEL**  
**Partner**  
**Membership Number: 083705**

**Place: New Delhi**  
**Date: May 30, 2011**





# RTCL LIMITED

## RTCL LIMITED

Regd. Office: Mandhana Bithoor Road, Village-Chaudharipur, P.O.-Bithoor, Kanpur - 209201

### PROXY FORM

DP Id.*	
---------	--

No. of Shares	
---------------	--

Client Id.*	
-------------	--

Master Folio No.	
------------------	--

I/We.....of.....  
.....being a Member/Members of the above named Company hereby appoint.....  
of.....or failing him/her Shri.....  
.....of.....as my/our as my/our Proxy to attend and  
vote for me/us on my/our behalf at the Sixteenth Annual General Meeting of the Members of the Company to be held on  
Thursday, the 29th September, 2011 at its Registered Office at Mandhana Bithoor Road, Village-Chaudharipur, Bithoor,  
Kanpur-209 201 at 11:00 A.M. and any adjournment thereof.

AS WITNESS my/our hand(s) this.....day of.....2011.

Signature.....



\*Applicable for Investors holding shares in electronic form.

Note: The proxy must be deposited at the Registered Office of the company not less than 48 hours before the time fixed  
for holding the meeting.

.....(Cut Here) .....

## RTCL LIMITED

Regd. Office: Mandhana Bithoor Road, Village- Chaudharipur, P.O.- Bithoor, Kanpur - 209-201

### ATTENDANCE SLIP

DP Id.*	
---------	--

No. of Shares	
---------------	--

Client Id.*	
-------------	--

Master Folio No.	
------------------	--

I/We hereby record my/our presence at the Sixteenth Annual General Meeting of the members of the Company held on  
Thursday the 29th September, 2011 at its Registered Office at Mandhana Bithoor Road, Village-Chaudharipur, P.O.-Bithoor,  
Kanpur - 209 201 at 11:00 A.M.

Full Name(s) of Member(s) .....

Full name of attending member/proxy.....

.....\*Applicable for Investors holding shares in electronic form.

Signature of Member/Proxy  
(To be done at the Entry Point)

NOTE: Please fill in block letters, except signature. Please bring your copy of the Annual Report in the Meeting.



## RTCL LIMITED

<b>BOARD OF DIRECTORS</b>	<b>MR. Shankar Lal Agarwal</b> , Chairman <b>MR. Ajay Kumar Jain</b> , Whole Time Director <b>MR. Vijay Mishra</b> , Director <b>MR. Manoj Pandey</b> , Director
<b>WHOLE TIME DIRECTOR</b>	<b>MR. Ajay Kumar Jain</b>
<b>AUDITORS</b>	KUMAR PIYUSH & CO. Chartered Accountants C-5, Lajpat Nagar, Phase-III, New Delhi - 110024
<b>BANKERS</b>	STATE BANK OF INDIA
<b>CORPORATE IDENTITY NO.</b>	L16003UP1994PLC016225
<b>REGISTERED OFFICE</b>	Mandhana Bithoor Road, Village Chaudhaipur, Bithoor, Kanpur - 209 201
<b>CORPORATE OFFICE</b>	6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi - 110 007
<b>HEAD OFFICE</b>	First Floor, SGM Plaza, 8/226, Arya Nagar, Kanpur-208002
<b>SHARE TRANSFER AGENT</b>	ABHIPRA CAPITAL LIMITED, ABHIPRA COMPLEX, DILKHUSH INDUSTRIAL AREA, A-387, G.T.KARNAL ROAD, AZADPUR, DELHI - 110 033

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# **RTCL LIMITED**

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2010-2011

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