

**3rd Annual Report & Accounts
For the year ended
31st March 2013**



RCL RETAIL LIMITED

BOARD OF DIRECTORS

Mr. Nitesh R Lodha	- Managing Director
Mr. Shreyans R Lodha	- Director
Mr. Vimal Chand Chordia	- Independent Director
Mr. Pramod Kumar Agarwal	- Independent Director

AUDITORS

M/s. Krishnan & Giri,
Chartered Accountants, Chennai
Chennai

COMPANY LAW ADVISORS

M/s. A.K Jain & Associates,
Company Secretaries,
Chennai

BANKERS

1. Axis Bank
GT Br, Chennai

2 Indian Overseas Bank,
Mount Road Br, Chennai

REGISTERED OFFICE

No.84/85, Walltax Road,
First Floor, Chennai - 600 003

STOCK EXCHANGE

BSE SME platform

REGISTRAR & SHARE TRANSFER AGENT

M/s. Cameo Corporate Services Limited
No.2, Club House Road,
Chennai - 600 002.

NOTICE

Notice is hereby given that **THIRD ANNUAL GENERAL MEETING** of the Members of M/s. RCL Retail Limited will be held at Plot No.60, Chettymedu Village Road, K.K Nagar, Madhavaram, Chennai 600 060 on Monday the 30th day of September 2013 at 02.00 P.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2013 and the Profit and Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vimal Chand Chordia, who retires by rotation and being eligible offers himself for re- appointment.
3. To appoint a Director in place of Mr. Pramod Kumar Agarwal, who retires by rotation and being eligible offers himself for re- appointment.
4. To appoint M/s. Krishnan & Giri, Auditor's to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**By order of the Board
For RCL RETAIL LIMITED**

Sd/-

**Nitesh R Lodha
Chairman & Managing Director**

**Place: Chennai
Date: 30.05.2013**

Notes

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of themselves and the proxy need not be a member. (Proxy form is annexed herewith). The proxy form duly completed must be sent so as to reach the Company at its Registered Office not less than 48 hours before the commencement of the meeting.
2. Members / Proxies should bring the Attendance slip (annexed herewith) duly filled in and signed and hand over the same at the entrance of the Hall for attending the meeting.
3. The members are requested to intimate to the Company and or to its Share Transfer Agent M/s. Cameo Corporate Services Limited, No.2, Club House Road, Chennai - 600002 for changes, if any, in their registered address along with Pin Code Number.
4. Members/ Proxies are requested to deposit the enclosed "Attendance Slip" duly filled in and signed for attending the meeting.
5. Members are requested to quote their Folio Number in all correspondences with the Company.
6. Members are requested to bring with them their copy of the Annual Report in the meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 27th September, 2013 to 30th September, 2013 (both days inclusive).
8. Members intending to seek explanation / clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
10. Information as per Clause 52 (G) of listing agreement is as follows;

Name of the Director	Mr. Vimal Chand Chordia	Mr. Pramod Kumar Agarwal
Date of Birth	01/10/1966	15/10/1962
Date of Appointment	08.04.2011	08.04.2011
Qualification	Higher Secondary	LLB

<i>Experience</i>	<i>He has 21 years of experience in the field of finance and debt syndication</i>	<i>He is a commerce graduate and has completed his bachelor's in law. He has 26 years of experience in the field of finance and law</i>
<i>Directorship in other Public limited Companies</i>	<i>NIL</i>	<i>NIL</i>
<i>Chairman/Membership of the committees of other public limited companies</i>	<i>NIL</i>	<i>NIL</i>

DIRECTORS REPORT

To
The Members,
RCL Retail Limited

Your Directors are pleased to present the Third Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2013.

The summarized financial results for the year ended 31st March, 2013 are as under:

FINANCIAL RESULTS:

Financial Results	(Rs. In '000)	
	31st March, 2013	31st March, 2012
Profit/(Loss) before Interest, Depreciation & Tax	4941.70	2742.92
Less: Interest	1763.43	900.89
Profit/(Loss) before Depreciation & Tax	3178.27	1842.03
Less: Depreciation	613.181	686.08
PROFIT/(LOSS) FOR THE YEAR BEFORE EXCEPTIONAL ITEMS	2565.09	1155.95
PROFIT/(LOSS) FOR THE YEAR BEFORE TAX	2565.09	1155.95
Less: Tax	975.00	475.00
Less: Provision for Deferred Taxation	(77.66)	(80.27)
Profit/(Loss) after tax	1667.74	761.22

REVIEW OF OPERATION:

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 49,08,736/- comparing to previous year Rs. 27,42,920- . The net profit for the year under review has been Rs.16,67,744/- comparing to the previous year net profit Rs. 7,61,223/- Your Directors are continuously looking for avenues for future growth of the Company in Retail industry.

DIVIDEND:

Your Directors do not recommend any dividend for the year under review.

DEPOSITS:

Your Company has neither invited nor accepted deposits from the public.

AUDITORS:

The retiring auditors M/s. Krishnan & Giri, Chartered Accountants, Chennai have expressed their willingness to be appointed as a statutory auditors of the Company and confirmed that if appointed, there appointment would be within the limits prescribed under section 224 (1 B) of the Companies Act, 1956.

DIRECTORS:

In accordance with Section 255 and 256 of the Companies Act, 1956 read with the Articles of Association of the Company, Mr. Vimal Chand Chordia, and Mr. Pramod Kumar Agarwal, Non-Executive Independent Director, retire by rotation and are being eligible offer themselves for re- appointment at the ensuing Annual General Meeting.

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 274(1)(g) of the Companies Act, 1956.

COMPANY SECRETARY:

Mr. M. Devendiran, the company secretary has resigned from the company on 31.03.2013. Your directors taking steps to appoint qualified company secretary in his place.

LISTING ON SME PLATFORM OF THE BSE LIMITED:

Your Directors are pleased to inform you that your Company got listed its equity shares with the SME Platform of the BSE Limited in October 2012 and the trading of our equity shares began w.e.f 16.10.2012.

Your Company paid the Listing Fees to the Exchange for the year 2012-13 as well as 2013 to 2014 in terms of listing agreement entered with the said Stock Exchange.

Your company utilized the issue proceeds for the purpose of establishing two retail outlets out of eight retail outlets as per its public issue objects. As regards setting up of food grain processing unit it is observed that due to increased urbanization and migration, the location of the property owned by the company

has turned out to be a residential place, consequently your company has received severe objections from the locality and therefore it has become unfit for our object. In addition to that, the cost required for converting the land, leveling, fencing and construction of factory building is also increased than estimated and thus the project at the said premises is not feasible due to escalation of costs and objections.

The proceeds of the issue have been utilized as under:

Gross Proceeds of the Issue		58,050,500
Advance to Suppliers & Others	49,027,500	
Security Deposits	1,000,000	
Investment in Securities	8,022,500	
	<hr/>	
Total	58,050,000	58,050,500
	<hr/> <hr/>	
Unutilized amount	NIL	

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 52 of the Listing Agreement with the Stock Exchange, the Management Discussion and Analysis of the financial condition and results of consolidated operations of the Company under review, is annexed and forms an integral part of the Directors’ Report.

DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956, your directors state;

- a. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. 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 period;
- c. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. that the directors had prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES:

No employee is in receipt of remuneration in excess of limits prescribed under 217(2A) of the Companies Act, 1956.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Being Retail Company, the company has no activity in relation to conservation of energy and technology absorption.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The company has not earned or spent any foreign exchange during the year under review.

CORPORATE GOVERNANCE

A report on Corporate Governance along with a Certificate from the Auditors of the Company regarding the compliance with conditions of Corporate Governance as also the Management Discussion and Analysis Report as stipulated under Clause 52 of the Listing Agreement are annexed to this Report

ACKNOWLEDGMENT:

Your Directors place on record their appreciation for the continued co-operation extended to the Company by its Bankers, Shareholders and the employees of the Company.

**By order of the Board
For RCL RETAIL LIMITED**

**Sd/-
Nitesh R Lodha
Managing Director**

**Sd/-
Shreyans R Lodha
Director**

Place: Chennai
Date: 30.05.2013

CORPORATE GOVERNANCE

In terms of Clause 52 of the Listing Agreement with BSE Limited (BSE) the report containing details of corporate governance systems and processes at RCL Retail Limited is as under:

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance is to achieve business excellence, enhance long term values for its stakeholders, maintaining excellent relations across all levels and proper compliance with all applicable legal and regulatory requirements. We believe that Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target. In its endeavor to achieve the higher standards of governance by adopting the best emerging practices, the Company not only adheres to the prescribed corporate governance practices in terms of the regulatory requirements but is also committed to sound corporate governance principles and practices.

2. BOARD OF DIRECTORS

The Board of Directors of the Company (Board) has optimum combination of Non-Executive and Independent Directors comprising of more than fifty percent being Non-Executive Directors and fifty percent being Independent Directors.

Mr. Nitesh R Lodha acts as the Executive Chairman of the Board the Managing Director. None of the Directors hold directorship in more than 15 public limited companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

3. BOARD PROCEDURE

Generally the Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take informed decision. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. When deemed expedient, the Board also approves by circular resolution important items of business which are permitted under the Companies Act, 1956, and which cannot be deferred till the next Board Meeting. Matters discussed at Board Meeting generally relate to Company's performance, quarterly / half yearly results of the Company, approval of related-party transactions, general notice of interest of Directors, review of the reports of the internal auditors, Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

4. BOARD STRENGTH AND REPRESENTATION:

As of March 31, 2013, the Board consisted of Four members. The Composition and the category of Directors on the Board of the Company were as under:

Category	Name of Directors
Promoter / Executive Chairman/Managing Director	Mr. Nitesh R Lodha
Promoter / Non Executive Director	Mr. Shreyans R Lodha
Non Executive Independent Director	Mr. Vimal Chand Chordia Mr. Pramod Kumar Agarwal

During the financial year 2012-13, the meeting of Board of Directors was held on the following dates:

Date	Mr. Nitesh R Lodha	Mr. Shreyans R Lodha	Mr. Vimal Chand Chordia	Mr. Pramod Kumar Agrawal
30.04.2012	P	P	P	P
30.05.2012	P	P	P	P
22.06.2012	P	P	P	P
10.07.2012	P	P	P	P
31.07.2012	P	P	P	P
22.08.2012	P	P	P	P
24.08.2012	P	P	P	P
30.08.2012	P	P	P	P
12.09.2012	P	P	P	P
17.09.2012	P	P	P	P
10.10.2012	A	P	P	P
10.12.2012	P	P	P	P
28.03.2013	P	P	P	P

(‘P’ denotes Present and ‘A’ denotes Absent)

Number of other Directorship and Chairmanship/ Membership of Committee of each Director *

Name of Directors	No. of Directorship in other Boards of other Public Limited Companies	No. of Chairmanship in Board / Committees of other Public Limited Companies	No. of Membership in Committees of other Public Limited Companies

Mr. Nitesh R Lodha	1	1	1
Mr. Shreyans R Lodha	0	0	0
Mr. Vimal Chand Chordia	0	0	0
Mr. Pramod Kumar Agarwal	0	0	0

5. **AUDIT COMMITTEE**

The Audit Committee of our Company consists of the two independent Directors and one Executive Director of the Company. All the Directors have good knowledge of Finance, Accounts and Company Law. The Chairman of the Committee is Mr. Pramod Kumar Agarwal. The Committee held 1 (One) meeting during the year. The Audit Committee also advises the Management on the areas where internal control system can be improved. The Terms of reference of the Audit Committee are in accordance with all the items listed in Clause 52 (II)(D) and (E) of the Listing Agreement and Section 292 of the Companies Act, 1956 as follows:

- Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 1. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956;
 2. Any changes in accounting policies and practices and reasons for the same;
 3. Major accounting entries involving estimates based on exercise of judgment by management;
 4. Significant adjustments made in the financial statements arising out of audit findings;
 5. Compliance with listing and other legal requirements relating to financial Statements;
 6. Disclosure to any related party transactions;
 7. Qualifications in the draft audit report.

- Reviewing with the management the half yearly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board;
- Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Mandatorily Review the following information:
 - a. Management Discussion and Analysis of financial condition and results of operations;
 - b. Statement of significant related party transactions (as defined by the audit committee) submitted by management;
 - c. Management letters / letters of internal control weaknesses issued by statutory auditors;
 - d. Internal audit report relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be review by the Audit Committee.

The Audit Committee has the following powers:

- i. to investigate any activity within its terms of reference.
- ii. to seek information from any employee.
- iii. to obtain outside legal and professional advice.
- iv. to secure attendance of outsiders with relevant expertise, if it considers necessary.

Composition and attendance at Meetings:

As on 31st March, 2013, the composition of Audit Committee has been as under:

Category	Name of Director
Non Executive Independent Director	Mr. Pramod Kumar Agarwal
Non Executive Independent Director	Mr. Vimal Chand Chordia
Promoter / Chairman and Managing Director	Mr. Nitesh R Lodha

During the financial year 2012-13 ONE meeting of Audit Committee was held on 30th May, 2012

Attendance of the Directors at the Audit Committee Meetings held during the financial year is as under:

Name of Director	Position in the Committee	No of Meetings attended
Mr. Pramod Kumar Agarwal	Chairman	1
Mr. Vimal Chand Chordia	Member	1
Mr. Nitesh R Lodha	Member	1

Mr. Pramod Kumar Agarwal, Chairman of the Audit Committee was present at the last Annual General Meeting held on 13th September 2012.

6. REMUNERATION COMMITTEE

Terms of Reference

The terms of reference of Remuneration Committee includes the following:

1. To recommend to the Board, the remuneration packages of the Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
2. To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing Director, including pension rights and any compensation payment;
3. To implement, supervise and administer any share or stock option scheme of the Company;
4. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

Composition of the Remuneration Committee:

The Remuneration Committee of our Board was reconstituted by our Board of Directors on August 06, 2011 due to resignation of Mr. Ratanchand Lodha.

The Remuneration Committee currently comprises of:

Category	Position	Name of Director
Non Executive Independent Director	Chairman	Mr. Vimal Chand Chordia
Non Executive Independent Director	Member	Mr. Pramod Kumar Agarwal
Promoter / Director	Member	Mr. Shreyans R Lodha

During the financial year 2012-13 no meetings of Remuneration Committee was held.

Remuneration Policy:

The Key components of the remuneration policy of the Company are:

- Compensation will be driver of performance and contribution.
- Compensation will be based on merit, experience and criticality of the function.
- Compensation will be transparent, fair and simple to administer.
- Compensation will be fully legal and tax compliant.

i) Non-Executive Directors' Remuneration

The Non-Executive Directors are paid remuneration by way of sitting fee. The Company pays sitting fees of Rs. 1,500/- per meeting.

The Non-Executive Directors hold any equity shares in the Company as on 31st March, 2013, as follows.

Name of Director	Category	No of shares (Rs.10/-) each
Mr. Shreyans Lodha	Promoter Director	11,72,500
Mr. Vimal Chand Chordia	Independent Director	0
Mr. Pramod Kumar Agarwal*	Independent Director	50,000

* 25,000 shares in the name of Pramod Kumar agarwal (HUF) and 25,000 shares in the name of his son Mr. Birmiwal.

ii) Executive Director's Remuneration

The Compensation was determined based on level of responsibility, prior experience & remuneration prevailing in the industry.

Details of remuneration paid to the Directors during the financial year 2012-13.

Name of Directors	Sitting fees	Salary	Total
Mr. Nitesh R Lodha	---	Rs. 4,80,000/-	Rs. 4,80,000/-
Mr. Shreyans Lodha	---	---	---
Mr. Vimal Chand Chordia	---	---	---
Mr. Pramod Kumar Agarwal*	---	---	---

7. SHAREHOLDERS' / INVESTOR'S GRIEVANCES COMMITTEE

Terms of Reference

The terms of reference of Shareholders' / Investors' Grievances Committee includes the following:

- Allotment and listing of our shares in future;
- Redressing of shareholders and investors complaints such as non-receipt of declared dividend, annual report, transfer of equity shares and issue of duplicate/split/consolidated Share Certificate(s)
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer / transmission of share and debentures;
- Reference to statutory and regulatory authorities regarding investors grievance; and
- To otherwise ensure proper and timely attendance and redressal of investors queries and grievances;
- To do all such acts, deeds and things, as may be necessary or incidental to the exercise of the above powers.

Composition of the Shareholders' / Investors Grievance Committee:

As on 31st March, 2013, the Composition of the Shareholders' / Investors Grievance Committee has been as under:

Category	Name of Directors
Independent Director	Mr. Pramod Kumar Agarwal (Chairman)
Independent Director	Mr. Vimal Chand Chordia
Promoter / Managing Director	Mr. Nitesh R Lodha

Name, Designation and address of the Compliance Officer

Mr. Nitesh R Lodha – Compliance Officer
RCL Retail Limited
No. 84/85, Walltax Road, I Floor, Chennai – 600 003.

Mr. Devendran, Compliance officer/Company secretary was resigned from the company on 31.03.2013.

Status of Complaints received, resolved and pending as on 31st March, 2013

Number of Shareholders' Complaints received during the year - Nil
Number of Shareholders' Complaints resolved during the year - Nil
Number of Shareholders' Complaints Pending at the end of the year - Nil

8. GENERAL BODY MEETINGS

The details of Annual General Meetings held during the last three years are as follows:

Year	Day, Date and Time	Venue
2011-2012	Monday, 05 th December 2011 at 11.00 A.M	No.84/85, Walltax Road, Second Floor, Chennai - 600 003
2012 - 2013	Thursday, 13th September 2012 at 11.00 A.M	No.84/85, Walltax Road, Second Floor, Chennai - 600 003

Special Resolution(s) passed at the last three Annual General Meetings ("AGM")

AGM	Date of AGM	Special Resolution passed
1 st AGM	5 th December 2011	Preferential allotment of equity shares under section 81 (1A) of the Companies Act, 1956 worth about Rs. 18,00,000/- divided into 1,80,000 equity shares of Rs.10/- each to such persons other than the existing shareholders of the Company Alteration of clause IIIA of the Main objects to the

		MOA by adding new object no.3 after the existing object no.2. and object no.1 in clause IIC of MOA deleted and renumbered accordingly.
2 nd AGM	13th September 2012	Nil

Extraordinary General Meeting

During the year under review, Three Extra ordinary General Meetings was held on 22.06.2012, 13.07.2012 & 20.09.2012.

None of the business proposed to be transacted at the forthcoming Annual General Meeting is required to be approved by Postal Ballot.

Procedure for Postal Ballot and Voting Pattern:

Since, no special business was carried out in last three years by Postal ballot so this section is not applicable.

9. DISCLOSURES

Related Party Transaction

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information in Note No.32 under notes to Accounts.

Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

Whistle Blower Policy

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

Proceeds from the Initial Public Offer of the Company

The Details about the extent of utilization of the proceeds raised through Initial Public Offer of equity shares of the Company are disclosed to the Audit Committee. The Company has not utilized these funds for the purposes other than those mentioned in the prospectus of the Company.

Reconciliation of Share Capital Audit

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

Non-Mandatory Requirements

The Status of compliances with the non-mandatory requirements is as under:

The Board

No separate office for the Chairman is maintained, and hence no reimbursement is made towards the same.

No Specific tenure has been specified for the Independent Director. However, they are liable to retire by rotation and seek re-appointment by the Members.

Remuneration Committee

Details regarding Remuneration Committee are provided and forms part of this report.

Shareholders' Rights

The Company has posted its half yearly financial results on its website i.e. www.rclretail.com

Audit Qualification

There are no audit qualifications in the financial statements for the financial year 2012-13. Standard practices and procedures are followed to ensure unqualified financial statements.

Training to Board Members

The Board is equipped to perform its role through inputs from various sources from time to time. Directors are fully briefed on all matters concerning the business and operations of the Company and they regularly interact with the management in a free and open manner in order to obtain any information that they may require.

Mechanism for evaluating Non-Executive Board Members

The Company presently does not have any formal mechanism for evaluating Non-Executive Board members.

Whistle Blower Policy

At present, the Company does not have any formal Whistle Blower Policy.

10. MEANS OF COMMUNICATION

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with the Listing Agreement and also uploaded on the Company's website –www.rclretail.com

The official news, release, presentation that may be made to the Shareholders at the Annual General Meeting and the presentation as may be done to the analysts will be posted on the Company's website – www. rclretail.com.

11. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date, Time and Venue	:	30 th September, 2013 at 02:00 P.M. at Plot No.60, Chettymedu Village Road, K.K Nagar, Madhavaram, Chennai 600 060.
Financial Year	:	The Financial Year of the Company is from April 1 to March 31 of the following year.
Date of Book Closure	:	27 th September, 2013 to 30 th September, 2013 (both days inclusive)
Listing on SE	:	The Company's equity shares are listed on SME Platform of BSE Limited.
Stock Code / Symbol	:	534708 / RCRL
ISIN	:	INE892L01019

12. Market Price Data

Table below gives the monthly high and low prices and volumes of RCL Retail Limited equity shares at SME Platform of BSE Limited for the year 2012-2013: (Source: www.bseindia.com)

Month	High Price	Low Price
Oct-12	10.85	8.65
Nov-12	10.2	8.35
Dec-12	10	8.8
Jan-13	9.7	9.6
Feb-13	10.15	9.1
Mar-13	10.65	9.3

Registrar and Transfer Agents: Cameo Corporate Services Private Limited

Cameo Corporate Services Limited
No.2, Club House Road,
Chennai 600 002

Phone : 044 - 2846 0390
Fax : 044 - 2846 0129
Email : investor@cameoindia.com

Share Transfer System : Shares held in Physical form are processed by the Registrar and Share Transfer Agent in the prescribed manner and if the documents are complete in all respects, are transferred within the timeframe under the applicable provisions of law.

Distribution of Shareholdings as on 30th March, 2013

Distribution Schedule (as on 30.03.2013)

Share Holding	Share Holders	%	Total Share Amount in Rs.	%
10 - 5000	1	0.4926	500	0.0004
5001 - 10000	0	0.0000	0	0.0000
10001- 20000	0	0.0000	0	0.0000
20001- 30000	0	0.0000	0	0.0000
30001- 40000	0	0.0000	0	0.0000
40001- 50000	2	0.9852	100000	0.0812
50001- 100000	76	37.4384	7599500	6.1734
100001- Above	124	61.0837	115400000	93.7449
Total	203	100.00	123100000	100.00

Holding pattern as on 30.03.2013

	Shareholders		Shares	
	No	%	No.	%
Physical	31	15.27	1580000	12.84
NSDL	68	33.50	2825000	22.95
CDSL	104	51.23	7905000	64.21
TOTAL	203	100.0 0	123100 00	100.0 0

Category of Shareholders as on 30th March, 2013

Category	No. of Shares Held	% of Share Holding
A. Promoter(s) Holding		
1. <u>Promoters</u>		
a. Indian Promoters		
b. Foreign Promoters		
Sub-Total	2785000	22.62
2. Persons Acting in concert		
B. Non-Promoters Holding		
3. <u>Institutional Investors</u>		
a. Mutual Funds & UTI	--	--
b. Banks, Financial Institutions, Insurance Companies (Central/State Govt.Institutions/ Non-Government Institutions)	--	--
c. FIIS	--	--
Sub-Total	--	--
4. <u>Others</u>		
a. Bodies Corporate	1250000	10.15
b. Individual Holding		
(i) Nominal Share Capital upto Rs.1 Lakh	530000	4.31

(ii) Nominal Share Capital in excess of Rs.1 Lakh	7035000	57.15
c. Any Other Clearing Members Hindu Undivided Families Non Resident Indians	710000	5.77
Sub-Total		
GRAND TOTAL	12310000	100.00

Dematerialization of Shares and Liquidity

As on 31st March, 2013 a total of 1,07,30,000 equity shares aggregating to 87.16 % of the total issued, subscribed and paid-up equity share capital of the Company were in dematerialized form. The equity Share of the Company are regularly traded on the BSE SME Platform.

Address for Correspondence:

RTA : Cameo Corporate Services Limited
No.2, Club House Road,
Chennai 600 002
Phone : 044 - 2846 0390
Fax : 044 - 2846 0129
Email : investor@cameoindia.com

Registered office of Company: No.84/85, First Floor, Wall Tax Road,
Chennai – 600 003
Phone : 044 – 25345283
Fax No : 044 2534 5275
E mail: rclretail@gmail.com

Place: Chennai
Date: 30.05.2013

For RCL Retail Limited

Sd/-
Nitesh R Lodha
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business.

Management Discussion and Analysis (MDA) is structured as follows:

- Industry structure and Development
- Opportunities and Threats
- Outlook
- Internal Control Systems and their adequacy
- Financial and operational performance
- Material Development in Human Resources

Some Statements in this discussion may be forward looking. Future performance may however differ from those stated in the management discussion and analysis on account of various factors such as changes in Government regulations, tax regimes, impact of competition, etc.

A) INDUSTRY STRUCTURE AND DEVELOPMENT

INDIAN RETAIL INDUSTRY

The Indian retail market has witnessed consistent growth over the last few years, maintaining its share of around 30% of the GDP at current prices. The total retail market is valued at Rs. 19,48,916 crore, out of which only Rs. 1,26,680 crores - or 6.5% of the total market is organised/modern. The organised market is growing at a CAGR of 27.69% and is expected to touch Rs. 2,06,500 crore in 2011-12. (*Source: India Retail Report*). Modern retail has entered India through sprawling shopping centers, multi-storied malls and huge complexes, offering shopping, entertainment and food under one roof. The increasing numbers of nuclear families, easy financing options, increase in the number of working women and emerging opportunities in the service sector during the past few years have been the key growth drivers for the organised retail sector in India.

FOOD SECTOR IN INDIA – OVERVIEW

India is one of the world's largest producers as well as consumers of food products; and the sector plays an important role in the Indian economy. This industry is supported by the agriculture sector, which is a significant economic component, employing nearly 60% of the country's population and contributing to around 25% of India's gross domestic product. The Indian domestic food market is expected to grow by nearly 40% of the current market size by 2015, to touch USD 258 billion by 2015. With a population of more than one billion individuals and food constituting a major part of the consumer's budget, this sector has a prominence next to no other businesses in the country. Moreover the importance of this sector to India's economy becomes all the more relevant,

considering the fact that this sector continued to perform well, despite fall in GDP number and poor performance by many other industries, during recession in 2008-09. (Source: FICCI survey on challenges in food processing sector)

SNACK FOODS MARKET IN INDIA

The size of the Indian snack food market is currently estimated at approximately US\$ 300 million. Unorganized small companies with a localized presence dominate the snack foods market in India but in recent years the organized branded products market size has grown significantly. Potato chips constitute the major segment among a wide range of local snacks available.

READY-TO-EAT FOOD

The popularity of ready-to-eat packs and the bottom lines of eateries have a story to tell. Eating out no longer marks a special occasion. Not only does the traditional eat-at-home type prefer to eat out, he is very demanding too. People want value for their money in terms of quality and variety. Corroborating this trend, Euro-monitor International, a market research company, says the amount of money Indians spend on meals outside the home has more than doubled in the past decade, to about US\$ 5 billion a year and is expected to double again in about half that time. The industry is estimated to grow at 9-12 per cent, on the basis of an estimated GDP growth rate of 6-8 per cent, during the tenth five-year plan period. Value addition of food products is expected to increase from the current 8 per cent to 35 per cent by the end of 2025.

CHANGE IN CONSUMPTION PATTERNS

Increasing incomes are always accompanied by a change in the food basket, says an ICRA report, which analyses food expenditure patterns over the last three decades in India. The report observes that the proportionate expenditure on cereals, pulses, edible oil, sugar, salt and spices declines as households climb the expenditure classes in urban India while the opposite happens in the case of milk and milk products, meat, egg and fish, fruits and beverages. For instance, the proportionate expenditure on staples (cereals, grams, pulses) declined from 45 percent to 44 per cent in rural India while the figure settled at 32 per cent of the total expenditure on food in urban India. A large part of this shift in consumption is driven by the processed food market, which accounts for 32 per cent of the total food market. It accounts for Rs 1,280 billion (US\$ 29.4 billion), in a total estimated market of Rs 3,990 billion (US\$ 91.66 billion). The food processing industry is one of the largest industries in India it is ranked fifth in terms of production, consumption, export and expected growth. The Confederation of Indian Industry (CII) has estimated that the food processing sector has the potential of attracting Rs 1,50,000 Crore (US\$ 33 billion) of investment in 10 years and generate employment of 9 million person-days. The Government has formulated and implemented several Plan Schemes to provide financial assistance for setting up and modernising of food processing units, creation of infrastructure, support for research and development and human

resource development in addition to other promotional measures to encourage the growth of the processed food sector.

B) OPPORTUNITIES AND THREATS

Your company being trading in food products have the opportunity based on Changing preferences and trends of people, Rising income, Rising migrants from northern parts of India in Chennai Integration of operations and Adaption of diversified range of products.

Similarly it has the threat of no entry barriers in our industry which puts us to the threat of competition from new entrants either organized as well as unorganised sectors, Changes in government policies and Risk of losing reputation.

C) OUTLOOK

The long term objective of the Company is to remain strong player in the market with strong emphasis on product and market development. Your Company is also continuously improving its operational efficiency, and cost control which alone can improve the bottom line in future in highly competitive environment. Further, your Company is hopeful to get advantage of this overall boom likely to happen for the Indian markets and will do all out efforts to secure the bigger share of the increasing market in future.

D) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized used or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

E) FINANCIAL AND OPERATIONAL PERFORMANCE

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 49,08,736/- comparing to previous year Rs. 27,42,920/- . The net profit for the year under review has been Rs.16,67,744/- comparing to the previous year net profit Rs. 7,61,223/- Your Directors are continuously looking for avenues for future growth of the Company in Retail industry.

F) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

There is no material development on the Human Resources front during the year, except of resignation of Company secretary on 31.03.2013. As on 31st March, 2013 the Company had 3 employees. The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

ANNUAL DECLARATION BY CEO / MANAGING DIRECTOR PURSUANT TO CLAUSE 52 (1)(D)(ii) OF THE LISTING AGREEMENT

I, Nitesh R Lodha, Managing Director of RCL Retail Limited hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 52(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchanges for the financial year ended 31st March, 2013.

For RCL Retail Limited

Sd/-
Nitesh R Lodha,
Managing Director

Place : Chennai
Date: 30.05.2013

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
RCL Retail Limited,

We have reviewed the compliance of the conditions of Corporate Governance by M/s. RCL Retail Limited for the year ended 31st March, 2013, as stipulated in Clause 52 of the Listing Agreement of the said Company with the Stock Exchange in India.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

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

For A. K. Jain & Associates
Company Secretaries

Sd/-
Balu Sridhar
Partner
C.P. 3550

Place: Chennai
Date: 30.05.2013

AUDITOR'S REPORT
TO THE MEMBERS OF RCL RETAIL LIMITED, CHENNAI

We have audited the accompanying financial statements of **RCL RETAIL LIMITED**, which comprise the Balance Sheet as at **March 31, 2013**, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company **as at March 31, 2013**;
- b) in the case of the Statement of Profit and Loss Account, of the **Profit** for the year ended on that date; and

- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
 2. As required by section 227(3) of the Act, 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 purpose 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub Section (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors **as on March 31, 2013**, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **KRISHNAN & GIRI**
Chartered Accountants
Firm Regn No. 001512S

Sd/-

CHENNAI
Dated:30.05.2013

(M.JAYANTILAL JAIN)
Partner
M.No.29712

Annexure referred to in paragraph 1 of the Our Report of even date to the members of RCL RETAIL LIMITED on the accounts of the company for the year Ended 31st March, 2013

On the Basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that :

1. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets. All the assets have been physically verified by the management at the end of the year. No serious discrepancies were noticed on such verification. None of the Fixed Assets were disposed off during the year and therefore do not affect the going concern status of the company.
2. As explained to us, the stock of Traded goods have been physically verified at the yearend by the management in accordance with the phased program of verification. In our opinion, having regard to the nature and location of stocks, frequency of verification is reasonable.
3. In our opinion, the terms and conditions on which loans have been taken from a party listed in the register maintained under Sec. 301 of the Companies Act, 1956, are prima facie not prejudicial to the interests of the Company. The balance outstanding at the end of the year is Rs.17,21,160/-. The company has not advanced amounts to any party listed in the register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of materials and acquisition of fixed assets and with regard to sale of goods.
5. In our opinion and according to the information and explanations given to us, the transactions in pursuance of Section 301 of the register, have been duly entered into in the register and these transactions have been made at reasonable prices with regard to the prevailing market price at the relevant time.
6. In our opinion, and according to the information and explanations given to us, the company has not accepted any deposit within the meaning of provisions of Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. According to the information and explanations given to us, the Central Government has not prescribed for the maintenance of cost records required to be maintained Under Section 209(1)(d) of the Companies Act, 1956.

9. According to the information and explanations given to us, the provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employees Insurance State Act, 1948 are not applicable to the company.

According to the information and explanations given to us, there are no arrears of undisputed statutory dues including Income Tax, Sales tax, Customs Duty, Provident Fund outstanding as on 31st March, 2013 for a period of more than six months from the date they became payable.

Further, according to the information and explanations given to us, there are no disputed statutory dues pending payment.

10. On the basis of the Audited Financial Statements, the company has neither accumulated loss as at the end of the year nor has incurred any cash loss both in the financial year under report and immediately preceding financial year.
11. The company has not issued any debentures. In respect of vehicle loan taken during the year from banks and the company has not defaulted in the repayment of dues.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, clause 4(xii) of the Order is not applicable.
13. The company is not a Chit fund, Nidhi, Mutual benefit fund or a Society. Accordingly, clause 4(xiii) of the Order is not applicable.
14. According to the information and explanations given to us, the company has maintained proper records in respect of the transactions for securities and has been duly entered into on a timely basis. Further on verification of Investments held as on the year end, it is observed that the investments have been held by the company in its own name.
15. On the basis of information and explanations given to us, the company has not given guarantee to any Bank on behalf of other parties.
16. The Company has not taken any term loan during the year, hence clause 16 is not applicable.
17. On the basis of our examination of the books of account and the information and explanation given to us, in our opinion, the funds raised on short term basis have not been used for long term investment. However it is observed that the proceeds of the public issue have been deployed in short term assets and advances.

18. In respect of preferential allotment of shares to parties listed in the register maintained under Section 301 of the Companies Act, 1956 the terms and conditions of such preferential allotment are not prejudicial to the interests of the company.
19. The company has not issued debentures. Hence, clause 4(xix) of the Order is not applicable.
20. In respect of proceeds of the public issue of shares raised during the year, the management has disclosed the end use of money, which has been duly verified by us and the same is disclosed vide Note 38 of the financial statements.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

For **KRISHNAN & GIRI**
Chartered Accountants
Firm Regn No. 001512S

Sd/-

CHENNAI.
Dated: 30.05.2013

(M.JAYANTILAL JAIN)
Partner
M.No.29712

Statement of Profit and Loss for the year ended March 31, 2013

(All amounts are in Indian Rupees, except share data or as stated)

	Notes	Year Ended 31-Mar-2013	Year Ended 31-Mar-2012
Revenue			
Revenue from Operations	22	49,604,846	64,259,424
Other Income	23	5,798,518	2,408,082
Total revenue		55,403,364	66,667,506
EXPENSES			
Purchases of Traded Goods	24	121,723,474	55,069,713
Changes in Inventories	25	(75,093,025)	6,267,427
Employee benefits	26	920,707	989,599
Finance Costs	27	1,763,431	900,887
Depreciation and amortisation		613,181	686,080
Other Expenses	28	2,910,512	1,597,849
Total Expenses		52,838,279	65,511,555
Profit before tax		2,565,085	1,155,951
Tax Expenses :			
Current tax		975,000	475,000
Deferred tax		(77,659)	(80,272)
Profit for the period		1,667,744	761,223
Earnings per equity share			
-Basic and diluted		0.19	0.14
Weighted average number of equity shares outstanding		8,829,082	5,535,000
Nominal value of equity shares (Rs.)		10	10

Significant accounting policies 2

The notes referred to above form an integral part of the financial statement.

This is the statement of profit and loss referred to in our report of even date.

for KRISHNAN & GIRI
Chartered Accountants
Firm Registration no.001512S
Sd/-
M JAYANTILAL JAIN
Partner
Membership No.29712
Chennai

For and on behalf of the Board
RCL Retail Limited

Sd/- **Sd/-**
Managing Director **Director**

Place: Chennai
Dated :30th May,2013

Cash flow Statement for the year ended March 31, 2013
(All amounts are in Indian Rupees, except share data or as stated)

	Note No.	March 31, 2013	March 31, 2012
Cash flow from operating activities			
Net Profit before tax		2,565,085	1,155,951
Adjustments for:			
Depreciation / amortisation		613,181	686,080
Interest expenses		1,730,470	878,736
Provision for gratuity		(4,252)	-
Provision for Diminution in the value of Investment		90,506	-
Interest income		(5,650,707)	(2,408,082)
Preliminary expenses written off		618,204	105,050
		<u>(37,514)</u>	<u>417,735</u>
Operating cash flow before working capital changes			
<i>Adjustments for:</i>			
(Increase)/decrease in inventories		(75,093,025)	6,267,427
(Increase)/decrease in other current asset		(3,622,770)	-
(Increase)/decrease in trade receivables		2,030,540	(18,102,283)
Increase/(decrease) in loans and advances		(59,294,638)	(7,605,168)
Increase/ (decrease) in current liabilities and provisions		69,145,578	(5,012,738)
Cash generated from operations		<u>(66,871,828)</u>	<u>(24,035,027)</u>
Income taxes paid		(475,000)	(85,000)
Net cash provided/(used) by operating activities	A	<u>(67,346,828)</u>	<u>(24,120,027)</u>
Cash flow from investing activities			
Purchase of tangible assets		(203,237)	(15,058,972)
Purchase of investment		(2,600,490)	-
Net cash (used)/provided by investing activities	B	<u>(2,803,727)</u>	<u>(15,058,972)</u>
Cash flow from financing activities			
Proceeds from Issue of Share Capital		67,750,000	18,100,000
Preliminary expenses		(2,558,810)	(25,000)
Increase/(decrease) in Long term borrowings		(14,105)	(71,029)
Increase/(decrease) in Short term borrowings		1,530,189	9883124
Interest paid		(1,730,470)	(878,736)
Interest Receipt		5,650,707	2,408,082
Net cash (used)/provided by financing activities	C	<u>70,627,511</u>	<u>29,416,441</u>
Net (decrease)/increase in cash and cash equivalents	A+B+C	476,956	(9,762,558)
Cash and cash equivalents at the beginning of the year		4,828,272	14,590,830
Cash and cash equivalents at the end of the year		5,305,228	4,828,272

The notes referred to above form an integral part of the financial statements

This is the cash flow statement referred to in our report of even date

for KRISHNAN & GIRI
Chartered Accountants
Firm Registration no.001512S

Sd/-
M JAYANTILAL JAIN
Partner
Membership No.29712
Chennai

Place: Chennai
Dated :30th May,2013

For and on behalf of the Board
RCL RETAIL LIMITED

Sd/-
Managing Director Sd/-
Director

Notes to financial statements for the year ended March 31, 2013
(All amounts are in Indian Rupees except share data or as stated)

1 Background

RCL Retail Limited was originally incorporated as private limited company on 29.09.2010 in the State of Tamilnadu which was subsequently converted to public company as on 23.03.2011 having its registered office in Chennai. The Company is engaged in the business of trading of food and processed foods.

2 Significant Accounting Policies

a) Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the generally accepted accounting principles ('GAAP') in India and comply with the Accounting Standards notified by the Central Government pursuant to Companies (Accounting Standard) Rules, 2006, other pronouncements of the Institute of Chartered Accountants of India (ICAI) and the relevant provisions of the Companies Act, 1956, to the extent applicable.

b) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenue and expenses, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

c) Revenue recognition

Revenue from sale of goods is recognised on despatch of goods to customers which corresponds with transfer of all significant risks and rewards of ownership to the buyer. The amount recognized as sale is exclusive of sales tax, trade and quantity discounts.

Dividend income is recognized when unconditional right to receive the payment is established.

Interest income on deposits and interest bearing securities is recognized on the time proportionate method.

c) Tangible fixed assets and depreciation

Tangible fixed Assets are stated at cost of acquisition less accumulated depreciation. The cost of tangible fixed assets includes freight, duties and taxes and other incidental expenses related to the acquisition, but exclude duties and taxes that are recoverable subsequently from tax authorities. Borrowing costs directly attributable to acquisition of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized.

Advances paid towards acquisition of tangible fixed assets and the cost of assets not ready to be put to use before the year end are disclosed under long term loans and advances and capital work in progress respectively.

Depreciation on fixed assets is provided on written down value method. The rates of depreciation prescribed in Schedule XIV to the Companies Act, 1956 are considered as the minimum rates. If the management's estimates of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid Schedule, depreciation is provided at a higher rate based on the management estimate of useful life/ remaining useful life. Accordingly, the rates of depreciation for various assets are as under:

Fixed Assets	Rate of Depreciation
Computers	40.00%
Furniture and fittings	18.10%
Vehicles	25.89%
Office equipments	13.91%
Plant and machinery	13.91%

All individual assets costing Rs 5,000 or less are depreciated at 100% in the year of purchase.

d) Intangible assets and amortisation

Intangible fixed assets are recorded at the consideration paid for acquisition. Intangible assets are amortized over their estimated economic useful lives on a straight line basis commencing from the date the asset is available for its use. The management estimates the useful lives for the various intangible assets as follows:

Description	Estimated useful life (in years)
Software	3

e) Borrowing costs

Borrowing cost comprising interest and finance charges directly attributable to the construction of qualifying assets are capitalized as part of the cost of that asset until the activities necessary to prepare the qualifying asset for its intended use are complete. Other borrowing costs are recognized as an expense in the period in which they are incurred.

f) Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount (higher of net realizable value and value in use) of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

g) Inventories

Inventories are valued at the lower of cost and net realizable value. Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost includes all taxes and duties, but excludes duties and taxes that are subsequently recoverable from tax authorities.

The methods of determining cost of various categories of inventories are as follows:

Description	Method of determining cost
Raw materials	First in first out
Packing materials	First in first out

h) Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transactions or rates that approximates the exchange rate prevailing at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. Exchange differences arising on foreign exchange transactions during the year and on restatement of monetary assets and liabilities are recognized in the statement of profit and loss account of the year.

i) Operating lease

Lease payments under operating lease are recognised as an expense on straight line basis over the lease term.

j) Employee benefit

Defined benefit plan

i) Gratuity: The Company provides for gratuity, a defined benefit retirement Plan (the “Gratuity Plan”) covering eligible employees. The Plan provides payment to vested employees at retirement, death or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment with the Company. Liabilities related to the Gratuity Plan are determined by actuarial valuation done by an independent actuary using projected unit credit method as at March 31 each year.

Actuarial gains and losses in respect of post employment and other long-term benefits are charged to the Profit and Loss Account.

ii) Compensated absences: Provision for long term compensated absences is made on the basis of an actuarial valuation as at the balance sheet date carried out by an independent actuary using projected unit credit method. Provision for short term compensated absences is made on actual liability basis.

k) Income taxes

Income-tax expense comprise current tax (i.e. amount of tax for the period determined in accordance with the income-tax law), and deferred tax charge or credit (reflecting that tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at the balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized. Current tax and deferred tax assets and liabilities are offset to the extent to which the Company has a legally enforceable right to set off and they relate to taxes on income levied by the same governing taxation laws.

l) Earnings per share

Basic earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share amounts are computed after adjusting the effects of all dilutive potential equity shares. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares. The diluted potential equity shares are adjusted for the proceeds receivable, had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

m) **Cash flow statements**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated. Cash flows in foreign currencies are accounted at average monthly exchange rates that approximate the actual rates of exchange prevailing at the dates of the transactions.

n) **Provisions, contingent liabilities and contingent assets**

The Company creates a provision when there is present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognised nor disclosed in the financial statements.

o) **Investments:**

Long-term investments are stated at cost less any other-than-temporary diminution in value, determined separately for each individual investment. Current investments are carried at the lower of cost and fair value.

		As at 31-Mar-13	As at 31-Mar-12
3 Share Capital			
a) The details of authorised, issued, subscribed and paid up share capital is as under:			
Authorised :			
1,30,00,000 (31 March 2012: 80,00,000) Equity Shares of Rs.10/- each		130,000,000	80,000,000
		<u>130,000,000</u>	<u>80,000,000</u>
b) Issued, Subscribed & Paid-up :			
1,23,10,000 (31 March 2012: 55,35,000) Equity Shares of Rs.10/-each Fully		123,100,000	55,350,000
		<u>123,100,000</u>	<u>55,350,000</u>
c) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period			

Particulars	As at 31-Mar-13 (No. of shares)	As at 31-Mar-12 (No. of shares)	As at 31-Mar-13 (Rs.)	As at 31-Mar-12 (Rs.)
Balance at the beginning of the year	5,535,000	2,785,000	55,350,000	27,850,000
Shares issued during the year	6,775,000	2,750,000	67,750,000	27,500,000
Balance at the end of the year	12,310,000	5,535,000	123,100,000	55,350,000

d) **Terms / rights attached to equity shares**

The Company has only one class of shares referred to as equity shares having a par value of Rs.10. Each holder of equity shares is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The Company declares dividend in Indian rupees and pays dividend to shareholders outside India in foreign currency based on the rates prevailing on the date of such remittances, with respect to other shareholders, dividend is paid in Indian rupees.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. During the year ended March 31, 2013, the Company has not declared any dividend.

e) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at March 31, 2013		As at March 31, 2012	
	No. of shares	% of holding	No. of shares held	% of holding
Equity shares of Rs. 10 each fully paid				
RCL Foods Limited	-	0.00%	300,000	5.42%
Nitesh R Lodha	1,290,000	10.48%	-	0.00%
Shreyans R Lodha	1,172,500	9.52%	-	0.00%
Guiness Securities Limited	930,000	7.55%	-	0.00%

4 Reserves & Surplus :

Particulars	As at 31-Mar-13	As at 31-Mar-12
General Reserve		
At the commencement and at the end of the year	210,913	210,913
	210,913	210,913
Surplus in the statement of profit and loss		
Balance at the beginning of the year	761,223	-
Profit for the year	1,667,744	761,223
Less: Appropriations	-	-
Transfer to general reserve	-	-
Net surplus in the statement of profit and loss	2,428,967	761,223
	2,639,880	972,136

5 Long Term Borrowings

Secured

Finance lease obligation

	As at 31-Mar-13	As at 31-Mar-12
	-	14,105
	-	14,105

6 Long Term Provisions:

Provision for Gratuity

	As at 31-Mar-13	As at 31-Mar-12
	15,636	19,888
	15,636	19,888

7 Short Term Borrowings:

Secured

From Bank

Cash Credit (Refer Note a below)

Finance lease obligation (Refer Note b below)

	As at 31-Mar-13	As at 31-Mar-12
	9,781,852	9,883,124
	24,301	114,000
	11,527,313	9,997,124

Unsecured

From Director

Note a: Secured by hypothecation of Stock-in-Trade, supply bills & additional charge by way of equitable mortgage of land and building.

8 Trade Payables:

Payable to micro and small enterprises (Also refer note 36)

Trade Payables

	As at 31-Mar-13	As at 31-Mar-12
	-	-
	69,765,195	404,790
	69,765,195	404,790

9 Other Current Liabilities:

TDS Payable

Others

	As at 31-Mar-13	As at 31-Mar-12
	86,976	86,976
	4,450	219,277
	91,426	306,253

10 Short Term Provisions:

Provision for Taxation

	As at 31-Mar-13	As at 31-Mar-12
	975,000	475,000
	975,000	475,000

13	Deferred Tax Assets : The major components of the deferred tax assets are as follows: Excess of depreciation / amortisation on fixed assets under accounts over depreciation / amortisation provided in income tax law Provision for gratuity	As at 31-Mar-13	As at 31-Mar-12
		149,262	72,916
		(4,832)	(6,145)
		144,430	66,771
14	Long Term Loans & Advances: <i>Unsecured - considered good</i> Security Deposits	As at 31-Mar-13	As at 31-Mar-12
		9,031,240	810,000
		9,031,240	810,000
15	Other Non- Current Assets <i>Unsecured - considered good</i> Trade receivables Preliminary Expenses	As at 31-Mar-13	As at 31-Mar-12
		48,379	-
		1,644,511	340,150
		1,692,890	340,150
16	Current Investments : <i>Trade, quoted (at cost)</i> 43,016 (31 March 2012: Nil) equity shares of Rs 10 each fully paid up in Olympic Cards Limited	As at 31-Mar-13	As at 31-Mar-12
		2,600,490	-
		2,600,490	-
	Less : Provision for Diminution in Value of Investment	90,506	-
		2,509,984	-
17	Inventories: Stock-in trade (As per inventory taken, valued and as certified by the management) Traded Goods (At Cost) Packing Material (At cost)	As at 31-Mar-13	As at 31-Mar-12
		75,298,690	205,665
		10,364	10,364
		75,309,054	216,029
18	Trade Receivables : <i>Unsecured, considered good</i> Outstanding for a period exceeding six months from the date they became due for payment Other receivables	As at 31-Mar-13	As at 31-Mar-12
		-	-
		13,052,688	15,083,228
		13,052,688	15,083,228
19	Cash and cash equivalents : Cash Balance with Banks - in current accounts	As at 31-Mar-13	As at 31-Mar-12
		46,685	4,309,874
		5,258,542	518,398
		5,305,228	4,828,272
20	Short Term Loans And Advances: <i>Unsecured and considered good:</i> Advances to Associate Company (also refer note 32) Advances to supplier and others VAT receivables TDS Receivables Others	As at 31-Mar-13	As at 31-Mar-12
		-	341,524
		78,891,111	18,648,028
		3,597,169	-
		149,029	153,159
		1,100,938	9,924,968
		83,738,247	29,067,679

21	Other Current Assets : <i>Unsecured and considered good:</i> Preliminary expenses to be written off within on year Prepaid expenses	As at 31-Mar-13 618,204 25,601	As at 31-Mar-12 30,338 -
		643,805	30,338
22	Revenue From Operations	Year ending 31-Mar-13	Year ending 31-Mar-12
	Traded Products	49,543,627	64,243,635
	Others	61,219	15,789
		49,604,846	64,259,424
23	Other Income	Year ending 31-Mar-13	Year ending 31-Mar-12
	Interest receipts	5,650,707	2,408,082
	Profit on sale of Securities	125,951	-
	Dividend receipts	16,576	-
	Sundry Balances Written back	5,284	-
		5,798,518	2,408,082
24	Purchases of Traded Goods	Year ending 31-Mar-13	Year ending 31-Mar-12
	Purchases of traded goods	121,601,474	54,035,533
	Other direct expenses	122,000	1,034,180
		121,723,474	55,069,713
25	Increase In Stocks :	Year ending 31-Mar-13	Year ending 31-Mar-12
	Opening Stock :		
	Finished goods	216,029	6,483,456
		216,029	6,483,456
	Closing Stock :		
	Finished Goods	75,309,054	216,029
		75,309,054	216,029
	(Increase)/decrease in Stocks	(75,093,025)	6,267,427
26	Employees Remuneration & Benefits:	Year ending 31-Mar-13	Year ending 31-Mar-12
	Salaries, Bonus & Other Allowances	920,831	967,535
	Staff welfare expenses	4,128	2,176
	Gratuity expenses	(4,252)	19,888
		920,707	989,599
27	Finance Cost:	Year ending 31-Mar-13	Year ending 31-Mar-12
	Interest expenses	1,730,470	878,736
	Bank Charges	32,961	22,151
		1,763,431	900,887

28 Other Expenses	Year ending 31-Mar-13	Year ending 31-Mar-12
Electricity Charges	40,136	47,142
Travelling, Conveyance & Vehicle Maintenance	111,815	118,314
Rent	1,175,741	783,620
Postage, Telegram, Telephone & Telex charges	4,472	15,886
Rates, Taxes, Fees & Insurance	98,877	92,820
Repairs & Maintenance :		0
- Others	91,988	99,405
Auditors Remuneration :		
- Statutory Audit	84,270	44,944
- Tax Audit	28,090	22,472
Legal & Consultation fees	39,955	106,095
Printing & Stationery	121,967	103,193
Advertisement	335,282	41,400
Sales Promotion/Conference Expenses	8,725	3,717
Securities Transaction Tax	56,220	
Provision for diminution in value of Investments	90,506	-
Preliminary Expenses written off	618,204	105,050
General Expenses	4,263	13,792
	2,910,512	1,597,849

29 Contingent Liabilities And Commitments:	As at 31-Mar-13	As at 31-Mar-12
<i>i) Contingent Liabilities</i>		
Claims against the company not acknowledged as debts	-	-
<i>ii) Commitments:</i>		
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-

30 Segment reporting

The Company is engaged in only one business namely trading of food and processed foods and the operations primarily cater to the needs of the domestic market. Accordingly there are no separate reportable segments according to AS 17 'Segment Reporting' issued under the Companies (Accounting Standards) Rules, 2006.

31 Details of inventories of traded goods and packing material

Particulars	Opening Stock		Closing stock	
	Qty. (Kgs)	Value	Qty. (Kgs)	Value
<i>Traded goods:</i>				
Cardomon	-	-	911	20,375,960
Poppy Seed	-	-	2,454	21,451,340
Ani Seed	-	-	74,441	9,725,950
Cassia	-	-	45,856	14,407,290
Badian	-	-	3,625	4,114,000
Cloves	-	-	9,145	3,765,910
Others	-*	205,665	-*	1,458,239
	-	205,665	136,432	75,298,690
<i>Packing materials:</i>				
Bags	26	3,843	26	3,843
Film	23	6,521	23	6,521
	49	10,364	49	10,364
Total inventory		216,029		75,309,054

* It is not practicable to furnish quantitative information in view of the considerable number of items with diverse size and nature.

32 Related party transactions	31-Mar-13	31-Mar-12
a) Names of related parties and nature of relationship are as follows:		
Nature of relationship	Name of the related party	
Associate company	RCL Retail Limited	
Key management personnel (KMP)	Nitesh R Lodha	
b) Details of related party transactions		
Remuneration to Director including perks		
- Nitesh R Lodha	480,000	400,000
Disinvestment by RCL Foods Limited	3,000,000	-
Towards Purchases from RCL Foods Limited	4,090,403	1,264,476
Towards Sales to RCL Foods Limited	-	38,640
Balance due to Directors:		
- Nitesh R Lodha	1,721,160	130,037
Balance due to RCL Foods Limited	1,514,584	(341,524)
33 Value of Imports (On C.I.F Basis)	-	-
34 Earnings in Foreign Currency :	-	-
35 Expenditure in Foreign Currency :	-	-
36 Micro, Small and Medium Enterprises Development Act, 2006		

The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amount payable to such enterprises as at 31 March, 2012 has been made in the financial statements based on information received and available with the Company, to the extent identified by the management and relied upon by the auditors. The details of overdue amount and interest payable are set out below.

Sl No	Particulars	As at 31-Mar-13	As at 31-Mar-12
(i)	a) Principal amount remaining unpaid to any supplier as at the end of the year.	-	-
	b) Interest due on the above amount	-	-
(ii)	Amount of interest paid in terms of Section 16 of the Micro, Small and Medium Enterprises Act, 2006 and amounts of payment made to the suppliers beyond the appointed day during the year.	-	-
(iii)	Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under this Act.	-	-
(iv)	Amount of interest accrued and remaining unpaid at the end of the year.	-	-
(v)	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.	-	-

**37 Retirement benefits
Gratuity Plan**

Based on actuarial valuation necessary provision has been created in the books to meet the liability as per Accounting Standard 15 (R).

The following table sets out the status of the gratuity plan as required under AS 15 (Revised 2005). Reconciliation of opening and closing balances of the present value of the defined benefit obligation.

Change in projected benefit obligation	Year ended 31-Mar-13	Year ended 31-Mar-12
Projected benefit obligations at the beginning of the year	19,888	-
Service cost	11,946	19,888
Interest cost	1,690	-
Benefits settled	-	-
Actuarial (gain) / loss	(17,888)	-
Projected benefit obligations at the end of the year	15,636	19,888
Change in plan assets		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Actuarial (gain) / loss	-	-
Employer contributions	-	-
Benefits settled	-	-
Fair value of plan assets at the end of the year	-	-
Reconciliation of present value of obligation on the fair value of plan		
Present value of projected benefits at the end of the year	15,636	19,888
Funded status of the plan	-	-
Funded status amount of liability recognized in the balance sheet	15,636	19,888

The components of net gratuity costs are reflected below:

Components of net gratuity costs	Year ended 31-Mar-13	Year ended 31-Mar-12
Service cost	11,946	19,888
Interest cost	1,690	-
Expected returns on plan assets	-	-
Recognized net actuarial (gain) / loss	(17,888)	-
Net gratuity costs	(4,252)	19,888
Financial Assumptions at Balance sheet date:		
Discount rate	8.50%	8.00%
Long term rate of compensation increase	10.00%	10.00%
Estimated rate of return on plan assets	Does not arise	Does not arise

- 38** The Company completed a public issue of 58,05,000 equity shares of face value 10/- each for cash at a par aggregating to Rs.5,80,50,000. The Company completed the allotment of the above shares on 22nd Oct, 2012.

The proceeds of the issue have been utilised as under :

Gross Proceeds of the Issue		58,050,500
Advance to Suppliers & Others	49,027,500	
Security Deposits	1,000,000	
Investment in Securities	8,022,500	
Total	<u>58,050,000</u>	<u>58,050,500</u>
Unutilised amount	NIL	

- 39** Previous years figures have been regrouped/rearranged wherever necessary.

for KRISHNAN & GIRI
Chartered Accountants
Firm Registration no.001512S

Sd/-

M JAYANTILAL JAIN
Partner
Membership No.29712
Chennai
Place: Chennai
Dated :30th May,2013

For and on behalf of the Board
RCL Retail Limited

Sd/-

**Managing
Director**

Sd/-

Director

Notes to financial statements for the year ended March 31, 2013
(All amounts are in Indian Rupees except share data or as stated)

11 Tangible assets

Particulars	Land	Plant and machinery	Air conditioner	Furniture and fittings	Vehicles	Computer and accessories	Total
Gross block							
Balance as at April 1, 2011	-	186,120	121,852	990,455	1,157,412	183,750	2,639,589
Additions	14,310,854	38,850.00	69,900.00	615,618.00	-	9,750.00	15,044,972
Disposals	-	-	-	-	-	-	-
Balance as at March 31, 2012	14,310,854	224,970	191,752	1,606,073	1,157,412	193,500	17,684,561
Balance as at April 1, 2012	14,310,854	224,970	191,752	1,606,073	1,157,412	193,500	17,684,561
Additions	-	-	69,500	115,537	-	-	185,037
Disposals	-	-	-	-	-	-	-
Balance as at March 31, 2013	14,310,854	224,970	261,252	1,721,610	1,157,412	193,500	17,869,598
Depreciation							
Balance as at April 1, 2011	-	-	3,715	-	88,599	11,778	104,092
Depreciation for the year	-	28,845	21,401	211,012	276,716	71,399	609,373
Accumulated depreciation on disposals	-	-	-	-	-	-	-
Balance as at March 31, 2012	-	28,845	25,116	211,012	365,315	83,177	713,465
Balance as at April 1, 2012	-	28,845	25,116	211,012	365,315	83,177	713,465
Depreciation for the year	-	27,280	26,715	258,036	205,073	44,129	561,233
Accumulated depreciation on disposals	-	-	-	-	-	-	-
Balance as at March 31, 2013	-	56,125	51,831	469,048	570,388	127,306	1,274,698
Net Block as at March 31, 2012	14,310,854	196,125	166,636	1,395,061	792,097	110,323	16,971,096
Net Block as at March 31, 2013	14,310,854	168,845	209,421	1,252,562	587,024	66,194	16,594,900

12 Intangible assets

Particulars	Software	Total
Gross block		
Balance as at April 1, 2011	188,440	188,440
Additions	14,000	14,000
Disposals	-	-
Balance as at March 31, 2012	202,440	202,440
Balance as at April 1, 2012	202,440	202,440
Additions	18,200	18,200
Disposals	-	-
Balance as at March 31, 2013	220,640	220,640
Depreciation		
Balance as at April 1, 2011	-	-
Depreciation for the year	76,707	76,707
Accumulated depreciation on disposals	-	-
Balance as at March 31, 2012	76,707	76,707
Balance as at April 1, 2012	76,707	76,707
Depreciation for the year	51,948	51,948
Accumulated depreciation on disposals	-	-
Balance as at March 31, 2013	128,655	128,655
Net Block as at March 31, 2012	125,733	125,733
Net Block as at March 31, 2013	91,985	91,985

RCL RETAIL LIMITED
Regd off:- No.84/85, Walltax Road, I Floor,
Chennai – 600 003

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. ONLY MEMBERS OR THEIR PROXIES ARE ENTITLED TO BE PRESENT AT THE MEETING.

Folio No:

No. of Shares held:

I hereby record by presence at the Third Annual General Meeting held at Plot No.60, Chettymedu Village Road, K.K Nagar, Madhavaram, Chennai 600 060 on Monday the 30th day of September 2013 at 02.00 P.M as Shareholder/Proxy.

Name of the Shareholder/Proxy
Shareholder/Proxy

Signature of the

RCL RETAIL LIMITED
Regd off:- No.84/85, Walltax Road, I Floor,
Chennai – 600 003

PROXY FORM

Folio No:
held:

No. of Shares

I/ We ----- of ----- in the district of -----
----- being a member/members of M/s. RCL RETAIL LIMITED, hereby appoint -----
--- of ----- in the District of ----- or failing him -----of----- in
the District of----- as my / our Proxy to vote for me/ us on my/our behalf, at
the Third Annual General Meeting to be held at Plot No.60, Chettymedu Village Road, K.K Nagar,
Madhavaram, Chennai 600 060 on Monday the 30th day of September 2013 at 02.00 P.M and at
any adjournment thereof.

Signed this ----- day of -----, 2013

Affix 30
paise
Revenue
stamp

Signature-----

NOTE:

1. In the case of a Corporation this Proxy shall be either given under the Common Seal or signed on its behalf by an Attorney or Officer of the Corporation.
2. Proxies to be valid must be deposited at the Registered Office of the Company, not later than 48 hours before the time for holding the Meeting.

BOOK POST

If undelivered please return to;

RCL Retail Limited
No.84/85, Walltax Road,
1st Floor, Chennai – 600003,
Tamil Nadu, India.