
10th Annual Report & Accounts
For the year ended
31st March 2020



RCL RETAIL LIMITED

RCL RETAIL LIMITED

Registered office: SAPNA TRADE CENTRE, 10th Floor, 10B/2,
109, Poonamalle High Road, Chennai – 600 084

ANNUAL REPORT 2019-20

BOARD OF DIRECTORS

Mr. Mahipal Sanghvi	– Executive Director (Non-Executive Director up to 17.02.2021) (Appointed as Whole-time Director & CFO with effect from 18 th February 2021)
Mr. Ratanchand Lodha	– Non Executive Director
Ms. Sujathaa Mehta	-- Independent Director (Appointed with effect from 4 th March 2021)
Mr. Navratan Mal Lunkar	-- Independent Director (Appointed with effect from 4 th March 2021)
Mr. Shripal Veeramchand Sanghvi	- Non Executive Director (Resigned with effect from 4 th March 2021)
Mr. Heemaram Savaji	- Non Executive Director (Resigned with effect from 4 th March 2021)
Mr. Shripal Veeramchand Sanghvi	– Chief Executive Officer (Appointed with effect from 4 th March 2021)
K.R. Ramakrishnan	--Company Secretary and Compliance officer (Appointed with effect from 5 th February 2021)

AUDITORS

M/s. Venkat and Rangaa LLP
Chartered Accountants
No: 13 (Old No: 6), Flat no: 5,
Majestic Apartments,
First Floor, Soundarajanstreet,
T.Nagar, Chennai – 600 017

REGISTRAR & SHARE TRANSFER AGENT

M/s. Cameo Corporate Services Limited
No.2, Club House Road
Chennai–600002

BANKERS

VIJAYA BANK
Nungambakkam Branch
Chennai

ICICI BANK LTD
Madhavaram Branch,
Chennai

REGISTERED OFFICE

SAPNA TRADE CENTRE, 10THFLOOR,
10B/2, No: 109, Poonamallee High Road,
CHENNAI – 600084

STOCK EXCHANGE

BSE SME platform

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TENTH (10TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. RCL RETAIL LIMITED WILL BE HELD ON WEDNESDAY, 31ST MARCH 2021 AT 11.00 A.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2020 and the Profit and Loss Account for the year ended on that date and the Cash Flow Statement as at 31st March, 2020 and the Reports of the Directors and the Auditors thereon.
2. To Appoint a Director in place of Mr. Ratanchand Lodha who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force, the appointment of M/s. VENKAT AND RANGAA LLP, Chartered Accountants, (Firm Registration No. 004597S) as statutory auditors of the company to fill in the casual vacancy caused by resignation of M/s. KALYANASUNDARAM & Co, Chennai and to examine and audit the accounts of the Company for the financial year 2019-2020 be and is hereby confirmed and approved."

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. VENKAT AND RANGAA LLP, Chartered Accountants, (Firm Registration No. 004597S) be and are hereby re-appointed as the Statutory Auditors of the Company for a term of five years from the conclusion of ensuing Annual General Meeting on such remuneration as decided by the Board (including committee thereof) and the Auditors."

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Sujathaa Mehta (DIN: 06822171), who was appointed as an Additional / Independent Director of the Company w.e.f. 04.03.2021 pursuant to Sections 149,152, 161, Schedule IV and other relevant provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as Independent director of the Company for a term of five years effective from 04.03.2021 and she shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized

representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Navratan Mal Lunkar (DIN: 08970463), who was appointed as an Additional / Independent Director of the Company w.e.f. 04.03.2021 pursuant to Sections 149,152, 161, Schedule IV and other relevant provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company and who holds office upto the date of ensuing Annual General Meeting, be and is hereby appointed as Independent director of the Company for a term of five years effective from 04.03.2021 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 , 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force, Articles of association of the company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the members be and is hereby accorded to the appointment of Mr. Mahipal Sanghvi (DIN: 07788200) as a Whole-time Director for a period of five years effective from 18th February 2021 upon such terms of remuneration as may be fixed by the Board of Directors with further liberty to the board/committee thereat to alter and vary such terms and conditions of appointment and remuneration of Mr. Mahipal Sanghvi in the best interests of the company as may be permissible at law, with liberty to either party to terminate the appointment on three months’ notice in writing to the other.

RESOLVED FURTHER THAT as the Whole-time Director Mr. Mahipal Sanghvi be and is hereby authorised to do all the acts, deeds and things which are necessary on his part to perform his functional duties to the company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Chennai
Date: 4th March, 2021

By Order of the Board
For RCL Retail Limited
K R RAMAKRISHNAN
Company Secretary

NOTES:

CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting to be held on 31st March 2021. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the /AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [18.02.2021](#). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited SME platform at www.bseindia.com respectively. The AGM e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on Saturday, 27th March, 2021 at 10.00 am and ends on Tuesday, 30th March, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 24th March, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: akjainassociates@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

9. The Company has appointed Mr. Pankaj Mehta (M.No. A29407, CP.No. 10598), Partner, A. K. Jain & Associates, Company Secretaries in Practice, as Scrutinizer to scrutinize the ‘remote e-voting’ process and voting at the AGM, in a fair and transparent manner

10. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated Scrutinizer report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any other Director authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.

11. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., 31.03.2021. The results along with the Scrutinizer Report shall be placed on the website of the Company www.rclretail.in and on the website of CDSL <https://www.evotingindia.com/> immediately after the declaration of result by the Chairman of the

meeting or any other director authorized by him in writing. The results shall also be communicated to the Stock Exchange viz, BSE Limited.

12. The Register of members and share Transfer books of the company shall remain closed from Thursday 25th March 2021 to Wednesday, 31st March 2021 (both days inclusive).

13. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed and forms part of this notice

EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No: 3

M/s. KALYANASUNDARAM & Co, Chartered Accountants, Chennai, have tendered their resignation as Statutory Auditors of the company, resulting into casual vacancy in the office of Statutory Auditors of the Company as per Section 139 (8) of the Companies Act, 2013.

The Board at their meeting held on 21ST December, 2020, based on the recommendation of the Audit Committee, appointed M/s. VENKAT & RANGAA LLP, Chartered Accountants, Chennai, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. KALYANASUNDARAM & Co, Chartered Accountants, Chennai.

M/s. VENKAT & RANGAA LLP., Chartered Accountants, Chennai, have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013. Members are requested to confirm and approve the appointment of Statutory Auditors in terms of Section 139 (8) of the Companies Act, 2013.

None of directors, key managerial persons or their relatives, are in any way, concerned or interested in the said resolution.

Item No.4

The Board upon the recommendation of the Audit Committee and at the board meeting held on 04.03.2021, has proposed to re-appoint M/s. VENKAT & RANGAA LLP, Chartered Accountants, Chennai, as the Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 to hold office for a term of five years from the conclusion of ensuing Annual General Meeting

M/s. VENKAT & RANGAA LLP., Chartered Accountants, Chennai, have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation, their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of directors, key managerial persons or their relatives, are in any way, concerned or interested in the said resolution.

Item nos: 5 & 6

The Board of Directors of the Company had appointed Ms.Sujathaa Mehta and Mr.Navratan Mal Lunkar as Additional Directors of the Company with effect from 4th March, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, they shall hold office up to the date of the

forthcoming Annual General Meeting and are eligible to be appointed as an Independent Director for a period upto five years.

Ms. Sujathaa Mehta is an Economics graduate and has 20 years of experience in the field of Finance and consultancy business. Mr. Navratan Mal Lunkar is a commerce graduate and has about 20 years of experience in the field of Finance & Retail business.

The Company has received a declaration of independence from both Ms. Sujathaa Mehta and Mr. Navratan Mal Lunkar. In the opinion of the Board, both these Independent Directors fulfill the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulations, for appointment as Independent Director of the Company.

A copy of the Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during the business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except the aforesaid Independent Directors are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item nos. 5 & 6 for approval of the Members.

Item No: 7

The Board of Directors in their meeting held on 18th February, 2021 has appointed Mr. Mahipal Sanghvi who has the requisite knowledge and experience in the Retail business as the whole-time Director and the Chief Financial Officer for a period of five years subject to members' consent at the ensuing Annual General Meeting. The Nomination and Remuneration committee has recommended and the Board approved his consolidated remuneration at Rs. 40,000/- per month. Mr. Mahipal Sanghvi was associated with the company as a Non-Executive Director from 21st August 2017.

Your Board recommends his appointment aforesaid for members' consent and at the same time, none of the Directors or Key Managerial Personnel and their relatives, except Mr. Mahipal Sanghvi and Mr. Shripal Sanghvi are concerned or interested (financially or otherwise) in this Resolution.

Information about director seeking appointment / re-appointment in this Annual General Meeting (in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Ratanchand Lodha
Date of Birth	24/06/1963
Date of Appointment	21/08/2017
Qualification	Graduate
Experience	35 years in retailing, consultancy and finance
Directorship in other listed entities	NIL
Chairman /member in Committee of other limited companies	NIL
Whether related with other Directors / Key Managerial Personnel	No
No of shares held as at March 31, 2020	1,05,000

Name of Director	Ms. Sujathaa Mehta
Date of Birth	26/08/1973
Date of Appointment	04/03/2021
Qualification	Economics Graduate
Experience	Finance & Consultancy
Directorship in other listed entities	NIL
Chairman /member in Committee of other limited companies	NIL
Whether related with other Directors / Key Managerial Personnel	No
No of shares held as at March 31, 2020	nil

Name of Director	Mr. Navratan Mal Lunkar
Date of Birth	23.04.1978
Date of Appointment	04/03/2021
Qualification	Commerce Graduate
Experience	Finance & Retailing
Directorship in other listed entities	NIL
Chairman /member in Committee of other limited companies	NIL
Whether related with other Directors / Key Managerial Personnel	No
No of shares held as at March 31, 2020	nil

Name of Director	Mr. Mahipal Sanghvi
Date of Birth	12/07/1979
Date of Appointment	21/08/2017
Qualification	Graduate
Experience	15 years in retailing, consultancy and finance
Directorship in other listed entities	NIL
Chairman /member in Committee of other limited companies	NIL
Whether related with other Directors / Key Managerial Personnel	No
No of shares held as at March 31, 2020	nil

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Tenth Annual Report together with the Audited accounts for the financial year ended on 31st March, 2020

1. FINANCIAL RESULTS:

The financial results for the year ended 31st March, 2020 with comparative figures of the previous year ended 31st March, 2019 are as under:

(Figures in Rs.)

PARTICULARS	31.03.2020	31.03.2019
Total revenue	214,34,861	860,20,703
Less: Expenditure	149,41,360	769,63,254
Profit before exceptional item & tax	64,93,501	90,57,449
Less: Current tax	8,13,613	13,99,071
Less: Deferred tax	6,506	(2,063)
Profit for the period	56,73,382	76,60,441
Other comprehensive income		
(i) Equity Instruments through Other Comprehensive Income	(138)	(7,185)
Total comprehensive income	56,73,244	76,53,256

2. STATE OF AFFAIRS OF THE COMPANY & CHANGE IN NATURE OF BUSINESS:

The Company is engaged in the business of retail trading activity. There is no change in the nature of business during the year under review.

3. DIVIDEND:

In order to plough back the profits, the Board does not recommend any dividend for the year.

4. RESERVES:

No amount is proposed to be transferred to General Reserves during the year.

5. DEPOSITS:

The company has not accepted or invited any deposits under the provisions of the Companies Act, 2013, and rules related thereto.

6. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in form MGT-9 for the year ended 31.03.2020 is attached as **Annexure A**.

7. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES:

The Company is not having any subsidiary, associate and joint venture company. The company has made capital contributions in two partnership firms M/s. Sanghvi Mega Mart and M/s. Shanthi Shree Marketing in the ordinary course of its business.

8. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

9. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS UNDER SECTION 186:

The investments made by the Company are disclosed in the notes forming part of financial statements. The Company had not advanced any loan, given guarantees or provided any security during the year under review.

10. SHARE CAPITAL:

The Company during the year under review has not issued any Sweat Equity Shares or Shares with differential rights or under Employee Stock Option Scheme nor did it Buy Back any of any of its securities.

11. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

12. BOARD OF DIRECTORS AND ITS COMMITTEES:

A. COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company comprises of four Directors.

APPOINTMENT / RE-APPOINTMENT

In terms of Section 152 of the Companies Act, 2013, Mr. Ratanchand Lodha (DIN: 01534269) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Mahipal Sanghvi has been appointed as a whole time Director of the company and also as Chief Financial Officer for a period of five years at the Board meeting held on 18th February 2021. The relevant resolution placed before the members vide item No: 7 of the notice is commended for approval.

Mr. Shripal Veeramchand Sanghvi and Heemaram Savaji resigned as Directors from the Board with effect from 4th March, 2021.

Mr. Shripal Veeramchand Sanghvi has been appointed as the Chief Executive Officer of the Company with effect from 4th March 2021.

The Company has appointed Ms. Sujathaa Mehta (DIN: 06822171) and Mr. Navratan Mal Lunkar (DIN: 08970463) as Additional / Independent Directors for a term of five years with effect from 4th March, 2021. Pursuant to Section 161 of the Companies Act, 2013, they hold office upto the date of ensuing Annual General Meeting and are eligible to continue as Directors of the Company. Necessary resolutions are placed before the members are commended for approval.

COMPANY SECRETARY:

Mr. K. R. Ramakrishnan has been appointed as the Company Secretary and Compliance officer of the company with effect from 5th February 2021.

B. MEETINGS OF BOARD OF DIRECTORS

During the year under review, the Board of Directors met six times on (i) 15.04.2019 (ii) 15.07.2019 (iii).03.09.2019 (iv). 14.10.2019 (v) 19.12.2019 (vi). 14.01.2020 and the gap between two meetings were not more than 120 days. The particulars of name of the Directors and their attendance are mentioned below:

S.No	Name of the Directors	Designation & Category	No. of Meetings in the year 2019-20		Attended 9 th AGM Held on 30/09/2019	No. of other Directorship in other Public / Private Companies	No. of Membership / Chairmanship in Other Companies Board Committee
			Eligible to attend	Attended			
1	Mr. Ratanchand Lodha	Director (NEPD)	6	6	Yes	0	0/0
2	Mr. Shripal Sanghvi	Director (NEPD)	6	6	No	0	0/0
3	Mr. Mahipal Sanghvi	Director (NEPD)	6	6	No	0	0/0
4	Mr. Heemaram Savaji	Director (NEPD)	6	6	No	0	0/0

NEPD – Non executive Promoter Director

C. AUDIT COMMITTEE

The Audit committee of your company comprised of three members during the financial year 2019-20 and the committee met six times on (i) 15.04.2019 (ii) 15.07.2019 (iii). 03.09.2019 (iv). 14.10.2019 (v).19.12.2019 and (vi) 14.01.2020. The composition of the Audit Committee and details of meetings attended by them during the financial year 2019-20 are given hereunder:

Name of the Director	Designation	Category	No. of Meetings	
			Eligible to Attend	Attended
Mr. Ratanchand Lodha	Chairman	Non-executive Director	6	6
Mr. Shripal Sanghvi	Member	Non-executive Promoter Director	6	6
Mr. Mahipal Sanghvi	Member	Non-executive Promoter Director	6	6

The terms of reference of the Audit committee covers the matters specified under Section 177 of the Companies Act, 2013 and SEBI (LODR Regulations), 2015

The Audit Committee is re-constituted as under at the Board meeting held on 4th March 2021.

Name of Director	Designation	Category
Mr. Navratan Mal Lunkar	Chairman	Independent Director
Mr. Ratanchand Lodha	Member	Non-executive Director
Ms. Sujathaa Mehta	Member	Independent Director

D. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration committee of your company comprised of three members during the financial year 2019-20 and their composition is mentioned hereunder.

Name of Director	Designation	Category
Mr. Ratanchand Lodha	Chairman	Non-executive Director
Mr. Shripal Sanghvi	Member	Non-executive Promoter Director
Mr. Mahipal Sanghvi	Member	Non-executive Promoter Director

No meeting of the committee was held during the year.

The Nomination & Remuneration Committee is re-constituted as under at the Board meeting held on 4th March 2021.

Name of Director	Designation	Category
Mr. Navratan Mal Lunkar	Chairman	Independent Director
Mr. Ratanchand Lodha	Member	Non-executive Director
Ms. Sujathaa Mehta	Member	Independent Director

The Stakeholders Relationship committee of your company was re-constituted as under at the Board meeting held on 4th March 2021.

Name of Director	Designation	Category
Mr. Ratanchand Lodha	Chairman	Non-executive Director
Mr. Navratan Mal Lunkar	Member	Independent Director
Ms. Sujathaa Mehta	Member	Independent Director

The Risk Management committee of your company was re-constituted as under at the Board meeting held on 4th March 2021.

Name of Director	Designation	Category
Mr. Ratanchand Lodha	Chairman	Non-executive Director
Mr. Navratan Mal Lunkar	Member	Independent Director
Ms. Sujathaa Mehta	Member	Independent Director

TERMS OF REFERENCE

The terms of reference of these Committees are as per the provisions of the Companies Act, 2013 and SEBI (LODR Regulations), 2015.

E. STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31ST MARCH, 2020: NIL

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

F. NAME, DESIGNATION AND ADDRESS OF THE COMPLIANCE OFFICER:

Mr. K R RAMAKRISHNAN – Company Secretary & Compliance Officer
RCL Retail Limited
SAPNA TRADE CENTRE, 10THFLOOR,
10B/2 NO.109 P.H. ROAD
CHENNAI 600084

G. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the requirements of Section 134(5) of the Companies Act, 2013, we, on behalf of the Board of Directors, hereby confirm that:

a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) 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 financial year ended on 31st March, 2020;

c) 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) the Directors had prepared the annual accounts on a going concern basis.

e) the directors had laid down internal financial controls to be followed by the company and such internal financial controls are adequate and were operating effectively.

f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. AUDITORS:

M/s. Venkat & Rangaa LLP, Chartered Accounts, were appointed as statutory auditors in the casual vacancy arising from the resignation of M/s. Kalyanasundaram & Company, Chartered Accountants, erstwhile Statutory auditors at the Board Meeting held on 21.12.2020. Necessary resolution is placed before the members for confirmation of their appointment.

Further, M/s. Venkat & Rangaa LLP., Chartered Accountants, Statutory Auditors, retires at the ensuing Annual General Meeting and are eligible for re-appointment. In terms of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. Venkat & Rangaa LLP., are eligible to be reappointed for a period of five years from the conclusion of the ensuing Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2025. The Company has received consent and confirmation that their appointment will be within the limits specified u/s. 139 of the Companies Act, 2013. The Board recommends their re-appointment.

14. SECRETARIAL AUDIT:

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company had appointed M/s. A.K. JAIN & ASSOCIATES, Company Secretaries in Practice, Chennai to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2020. The Secretarial Audit Report (in Form MR-3) is attached as **Annexure B**.

14A. REPLY FOR COMMENTS IN SECRETARIAL AUDITORS' REPORT

As on 04.03.2021, the Company had appointed Independent / Woman Director, KMP's in Compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and reconstituted committee's thereof. The Board of Directors will ensure necessary forms are filed with the Registrar of Companies wherever applicable and comply with the applicable SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 within the stipulated time.

15. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The Company does not fall under the class of Companies mentioned under Section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility) Rules, 2014. Hence, the Company has not spent any funds towards Corporate Social Responsibility.

16. VIGIL MECHANISM:

In compliance with the provisions of Section 177(9) the Board of Directors of the Company has framed the "Whistle Blower Policy" as the vigil mechanism for Directors and employees of the Company.

17. RISK MANAGEMENT POLICY:

Retail business has undergone an incredible change over the past decade. The Industry has been on the run with dramatic growth and for the companies to succeed in the current business environment it has to understand the needs of consumers and what they expect from the retailers. While there is opportunity in retail, there remain significant risks that can impact both top line growth and long-term viability. To compete, retailers must be creative, have an open mind and take a more balanced approach and your company has the Management with people who had enormous experience in the relevant field for many years from retail industry and Finance. The Risk management committee is entrusted with the task of managing the challenges ahead. The company is concentrating in many areas like "brand" reputation, operational, financial and compliance risks associated therewith including talent retention which is the core strength in any industry for that matter. The company has identified the risks arising from lack of innovation, inability to adapt to business models, ineffective inventory management, challenges in maintaining brand loyalty and inability to adapt to consumer demands. The company is in the retail food business and consumers' purchase decisions in this industry is based on the product, price, availability customer service, ease of interaction, brand loyalty and the retailers must focus upon which of these factors that would differentiate themselves from competition and the company is doing the rightful and needful exercise in these areas and is confident in retaining and expanding its consumer base in the days to come.

18. CORPORATE GOVERNANCE:

Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, does not apply to your Company. Hence, the report on Corporate Governance is not provided.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All related party transactions are at arm's length basis and in the ordinary course of business.

20. DETAILS TO BE DISCLOSED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

None of the employees draw remuneration in excess of the limits prescribed in the relevant regulations. Hence, details of the employees of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not furnished.

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, forming part of the Annual Report, is available for inspection at the registered office of the company during working hours.

Any member interested in obtaining such information may write to the Company Secretary and the same will be furnished without any fee.

21. INTERNAL AUDIT & INTERNAL CONTROLS:

Ms. Sunanda Jain, Chartered Accountant, Partner of M/s. SSP Jain and Associates LLP, has been appointed as an internal auditor of the company to check the internal control systems and report to the Board for the financial year 2019-20 & 2020-2021.

The company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. In addition to the internal control systems, the board has laid emphasis on adequate internal financial controls to ensure that the financial affairs of the company are carried out with due diligence. These are routinely tested and certified by the internal auditors. Significant audit observations and follow up actions thereon are reported to the audit committee

22. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

The product dealt by the Company is material intensive and not power intensive. However, the thrust on energy conservation continues and necessary measures for optimization of energy consumption have been taken. The technology used is indigenous, neither any foreign exchange was earned nor there was any outgo of foreign exchange during the period under report.

23. LISTING WITH STOCK EXCHANGE

The Company's equity shares are listed in SME Platform of BSE Limited. The Trading of the shares of the company on Trade for Trade basis in the Z Group was discontinued vide Letter of BSE with effect from August, 16, 2019.

24. TRANSFER TO THE CREDIT OF INVESTOR EDUCATION PROTECTION FUND

There are no amounts which need to be transferred to the Investor Education and Protection Fund.

25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL), ACT, 2013:

There were no complaints on Sexual Harassment under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013 during the year under review.

26. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank the customers, suppliers, bankers, business partners /associates, financial institutions and various regulatory authorities for their consistent support /encouragement to the Company. Your Directors would also like to thank the Members for reposing their confidence and faith in the Company and its Management

By Order of the Board
For RCL RETAIL LIMIETD

Place: Chennai
Date: 4th March, 2021

Sd/-
Ratanchand Lodha
Director
DIN: 01534269

Sd/-
Mahipal Sanghvi
Whole-time Director
DIN: 07788200

ANNEXURE-A

<p>Form No. MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31/03/2020 Of RCL RETAIL LIMITED [Pursuant to Section 92(3) of the Companies Act, 2013 And Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]</p>

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN:	L52330TN2010PLC077507						
(ii)	Registration Date	29/09/2010						
(iii)	Name of the Company	RCL RETAIL LIMITED						
(iv)	Category/Sub-category of the Company	Public Company/Having a Share Capital						
(v)	Address of the Registered office and contact details	SAPNA TRADE CENTRE, 10TH FLOOR, 10B/2 NO. 109, P.H ROAD, CHENNAI -600084.						
(vi)	Whether listed Company If yes, details of stock exchanges where shares are listed	Yes <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S.No</th> <th style="width: 60%;">Stock Exchange Name</th> <th style="width: 30%;">Code</th> </tr> </thead> <tbody> <tr> <td align="center">1</td> <td>BSESME</td> <td>INE892L01019</td> </tr> </tbody> </table>	S.No	Stock Exchange Name	Code	1	BSESME	INE892L01019
S.No	Stock Exchange Name	Code						
1	BSESME	INE892L01019						
(vii)	Name and Address of Registrar & Transfer Agents (RTA)	Cameo Corporate Services Ltd No.1.ClubHouseRoad,Chennai,Tamilnadu-600002 Tel:044-28460390 Emailid:cameo@cameoindia.com						

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No	Name and Description of main products /services	NIC Code of the Product/service	% to total turnover of the company
1	Trading activity	47	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NIL

IV. SHAREHOLDING PATTERN

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	3191000	0	3191000	25.9220	3191000	0	3191000	25.9220	0.0000
b.	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(1)	3191000	0	3191000	25.9220	3191000	0	3191000	25.9220	0.0000

2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/FOREIGN INDIVIDUALS)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	BODIES CORPORATE	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	INSTITUTIONS	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	ANY OTHER									
	SUB - TOTAL (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	3191000	0	3191000	25.9220	3191000	0	3191000	25.9220	0.0000
B.	PUBLIC SHAREHOLDING									
1.	INSTITUTIONS									
i.	FPI (INDIVIDUAL) CATEGORY II-	0	0	0	0.0000	0	0	0	0.0000	0.0000
a.	MUTUAL FUNDS/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	FINANCIAL INSTITUTIONS/BANKS	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	ANY OTHER									
	SUB - TOTAL (B)(1)	0	0	0	0.0000	0	0	0	0.0000	0.0000
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	754888	0	754888	6.1323	548009	0	548009	4.4517	-1.6805
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	434000	0	434000	3.5255	458000	0	458000	3.7205	0.1949
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	6901112	50000	6951112	56.4671	7038991	50000	7088991	57.5872	1.1200
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER									
	HINDU UNDIVIDED FAMILIES	979000	0	979000	7.9528	1024000	0	1024000	8.3184	0.3655
		979000	0	979000	7.9528	1024000	0	1024000	8.3184	0.3655
	SUB - TOTAL (B)(2)	9069000	50000	9119000	74.0779	9069000	50000	9119000	74.0779	0.0000
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1)+(B)(2)	9069000	50000	9119000	74.0779	9069000	50000	9119000	74.0779	0.0000
	TOTAL (A)+(B)	12260000	50000	12310000	100.0000	12260000	50000	12310000	100.0000	0.0000
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	TOTAL CUSTODIAN (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	GRAND TOTAL (A)+(B)+(C)	12260000	50000	12310000	100.0000	12260000	50000	12310000	100.0000	0.0000

B) SHAREHOLDINGS OF PROMOTER

SI No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	S SARIKA	1068500	8.6799	0.0000	1068500	8.6799	0.0000	0.0000
2	SHRIPAL SANGHVI	970000	7.8797	0.0000	970000	7.8797	0.0000	0.0000
	HAVING SAME PAN							
2	SHRIPAL SANGHVI	130000	1.0560	0.0000	130000	1.0560	0.0000	0.0000
3	MAHIPAL SANGHVI HUF	512500	4.1632	0.0000	512500	4.1632	0.0000	0.0000
4	SHRIPAL SANGHVI HUF	510000	4.1429	0.0000	510000	4.1429	0.0000	0.0000

C) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	S SARIKA				
	At the beginning of the year 30-Mar-2019	1068500	8.6799	1068500	8.6799
	At the end of the Year 31-Mar-2020	1068500	8.6799	1068500	8.6799
2	SHRIPAL SANGHVI				
	At the beginning of the year 30-Mar-2019	970000	7.8797	970000	7.8797
	At the end of the Year 31-Mar-2020	970000	7.8797	970000	7.8797
	HAVING SAME PAN				
2	SHRIPAL SANGHVI				
	At the beginning of the year 30-Mar-2019	130000	1.0560	130000	1.0560
	At the end of the Year 31-Mar-2020	130000	1.0560	130000	1.0560
3	MAHIPAL SANGHVI HUF.				
	At the beginning of the year 30-Mar-2019	512500	4.1632	512500	4.1632
	At the end of the Year 31-Mar-2020	512500	4.1632	512500	4.1632
4	SHRIPAL SANGHVI HUF.				
	At the beginning of the year 30-Mar-2019	510000	4.1429	510000	4.1429
	At the end of the Year 31-Mar-2020	510000	4.1429	510000	4.1429

D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	PARASMAL VIRENDRAMAL				
	At the beginning of the year 30-Mar-2019	297000	2.4126	297000	2.4126
	Sale 29-Feb-2020	-297000	2.4126	0	0.0000

	Purchase 06-Mar-2020	297000	2.4126	297000	2.4126
	At the end of the Year 31-Mar-2020	297000	2.4126	297000	2.4126
2	REKHA M JAIN				
	At the beginning of the year 30-Mar-2019	285000	2.3151	285000	2.3151
	At the end of the Year 31-Mar-2020	285000	2.3151	285000	2.3151
3	NEETHA JAIN				
	At the beginning of the year 30-Mar-2019	183000	1.4865	183000	1.4865
	At the end of the Year 31-Mar-2020	183000	1.4865	183000	1.4865
	HAVING SAME PAN				
3	NEETA JAIN				
	At the beginning of the year 30-Mar-2019	9000	0.0731	9000	0.0731
	At the end of the Year 31-Mar-2020	9000	0.0731	9000	0.0731
4	SAJJANRAJ				
	At the beginning of the year 30-Mar-2019	171000	1.3891	171000	1.3891
	At the end of the Year 31-Mar-2020	171000	1.3891	171000	1.3891
5	V SHANTHA JAIN				
	At the beginning of the year 30-Mar-2019	171000	1.3891	171000	1.3891
	Sale 29-Feb-2020	-171000	1.3891	0	0.0000
	Purchase 06-Mar-2020	171000	1.3891	171000	1.3891
	At the end of the Year 31-Mar-2020	171000	1.3891	171000	1.3891
6	HITESHKUMAR RATILALJI				
	At the beginning of the year 30-Mar-2019	165000	1.3403	165000	1.3403
	At the end of the Year 31-Mar-2020	165000	1.3403	165000	1.3403
7	S ASHOK KUMAR				
	At the beginning of the year 30-Mar-2019	162000	1.3160	162000	1.3160
	At the end of the Year 31-Mar-2020	162000	1.3160	162000	1.3160
	HAVING SAME PAN				
7	ASHOK KUMAR JAIN .				
	At the beginning of the year 30-Mar-2019	87000	0.7067	87000	0.7067
	At the end of the Year 31-Mar-2020	87000	0.7067	87000	0.7067
8	SHANTILAL KEVALCHAND JAIN				
	At the beginning of the year 30-Mar-2019	144000	1.1697	144000	1.1697
	At the end of the Year 31-Mar-2020	144000	1.1697	144000	1.1697
9	VANITHA KUMARI G BHANDARI				
	At the beginning of the year 30-Mar-2019	138000	1.1210	138000	1.1210
	Sale 31-May-2019	-6000	0.0487	132000	1.0722
	Sale 29-Feb-2020	-132000	1.0722	0	0.0000
	Purchase 06-Mar-2020	132000	1.0722	132000	1.0722
	At the end of the Year 31-Mar-2020	132000	1.0722	132000	1.0722
10	P MAHAVEER CHAND JAIN				
	At the beginning of the year 30-Mar-2019	135000	1.0966	135000	1.0966

	Sale 31-May-2019	-3000	0.0243	132000	1.0722
	Sale 07-Jun-2019	-81000	0.6580	51000	0.4142
	At the end of the Year 31-Mar-2020	51000	0.4142	51000	0.4142
	HAVING SAME PAN				
10	MAHAVEER CHAND JAIN P				
	At the beginning of the year 30-Mar-2019	0	0.0000	0	0.0000
	Purchase 12-Apr-2019	6000	0.0487	6000	0.0487
	At the end of the Year 31-Mar-2020	6000	0.0487	6000	0.0487
	NEW TOP 10 AS ON (31-Mar-2020)				
11	KUSHBU LODHA				
	At the beginning of the year 30-Mar-2019	87000	0.7067	87000	0.7067
	Purchase 19-Apr-2019	51000	0.4142	138000	1.1210
	Purchase 07-Jun-2019	39000	0.3168	177000	1.4378
	Purchase 16-Aug-2019	39000	0.3168	216000	1.7546
	At the end of the Year 31-Mar-2020	216000	1.7546	216000	1.7546
12	SHWETA MITTAL				
	At the beginning of the year 30-Mar-2019	0	0.0000	0	0.0000
	Purchase 20-Sep-2019	135000	1.0966	135000	1.0966
	Sale 29-Feb-2020	-135000	1.0966	0	0.0000
	Purchase 06-Mar-2020	135000	1.0966	135000	1.0966
	At the end of the Year 31-Mar-2020	135000	1.0966	135000	1.0966
	HAVING SAME PAN				
12	SHWETA MITTAL				
	At the beginning of the year 30-Mar-2019	135000	1.0966	135000	1.0966
	Sale 20-Sep-2019	-135000	1.0966	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000

E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	SHRIPAL SANGHVI				
	At the beginning of year 30-Mar-2019	970000	7.8797	970000	7.8797
	At the end of the Year 31-Mar-2020	970000	7.8797	970000	7.8797
	HAVING SAME PAN				
	SHRIPAL SANGHVI				
	At the beginning of year 30-Mar-2019	130000	1.0560	130000	1.0560
	At the end of the Year 31-Mar-2020	130000	1.0560	130000	1.0560
2	RATANCHAND LODHA				
	At the beginning of year 30-Mar-2019	105000	0.8530	105000	0.8530
	At the end of the Year 31-Mar-2020	105000	0.8530	105000	0.8530

V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	36,21,421	0	36,21,421
ii) Interest due but not paid	0			

iii) Interest accrued but not due	0			
Total (i+ii+iii)	0	36,21,421	0	36,21,421
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	3,621,421	0	3,621,421
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	36,21,421	0	36,21,421

VI.REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL

A.REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIMEDIRECTORSAND / ORMANAGER: NIL

B.REMUNERATION TO OTHER DIRECTORS: NIL

C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL

VII.PENALTIES/PUNISHMENT/COMPOUNDINGOFFENCES:NONE

By Order of the Board
For RCL RETAIL LIMIETD

Place: Chennai
Date: 04.03.2021

Sd/-
Ratanchand Lodha
Director
DIN: 01534269

Sd/-
Mahipal Sanghvi
whole-time Director
DIN: 07788200

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2020

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To
The Members,
RCL RETAIL LIMITED
Sapna Trade Centre, 10th Floor,
No.109, P.H Road, Chennai - 600 084

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s.RCL RETAIL LIMITED, (hereinafter called as "the Company"). The secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31.03.2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

We report that, the provisions of the following regulations are not applicable to the Company during the audit period:-

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We further report that,

- (a) the Company has no Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing during the year.
- (b) the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under my audit as the same falls under the review of statutory audit and by other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. The Company does not have KMP as required u/s 203 of the Companies Act, 2013*
- b. The Company has not complied with Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, viz., appointment of Company Secretary as Compliance officer*
- c. The Company has not filed Form MGT 14's for resolutions passed under Section 117 and 179 of the Act, read with rules thereto.*
- d. The Company has not adopted the half-yearly and yearly financial statements within the prescribed time, as per Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.*
- e. The Company does not have Woman director in its Board*
- f. The Company does not have Independent Directors on its Board as required u/s 149 of the Companies Act, 2013*
- g. The Audit, Nomination & Remuneration committee does not have Independent Directors.*
- h. The Company has received Notice dated 16.08.2019 for discontinuation of trading in securities of company for non-compliances of certain Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
- i. As the Company does not have any independent directors, a separate meeting of the Independent directors is not convened.*
- j. The Company has not submitted the (a) non-applicability of Corporate Governance certificate, (b) Statement of Investor Complaints, (c) Shareholding Pattern (d) Reconciliation of Share Capital Audit Report and (e) Certificate from Company Secretary in Practice pursuant to Regulation 40(9) for the quarter / half year ended 31.03.2020 within the prescribed time as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.*

The Company has generally complied with the applicable clauses of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We further report that, having regard to the compliance system prevailing in the Company and based on the written representations received from the officials/executives of the Company, we state that there are adequate systems and processes commensurate with the size and operations of the company to monitor and ensure compliance of the following laws applicable specifically to the Company;

- a. Food Safety And Standards Act, 2006 and rules framed thereunder
- b. The Factories Act, 1948.

We further report that

The Board of Directors of the Company is not duly constituted.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while there were no dissenting members.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of:

- (i) Public / Right / preferential issue of Shares / Debentures / Sweat Equity, etc.
- (ii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013 for disposal of undertaking.
- (iii) Foreign technical collaborations.

Place: Chennai
Date: 04.03.2021

For A.K.JAIN & ASSOCIATES
Company Secretaries
s/d.
BALU SRIDHAR
Partner
M.No. F5869
C.P. No. 3550
UDIN:F005869B003993413

INDEPENDENT AUDITOR'S REPORT

To the Members of RCL Retail Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of RCL Retail Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of cash flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at March 31, 2020, and profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

There are no any key audit matters to be mentioned in separate

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that gives a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and 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 it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(f) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

(g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company do not have any pending litigations to report on its financial position in its financial statements as reported by the management.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Chennai
Date: February 18, 2021
UDIN: 21230441AAAACR1332

As per our Report attached
For M/s. Venkat & Rangaa LLP
Chartered Accountants
FRN: 004597S
S/d.
T. Zameer
Partner
M. No.: 230441

**ANNEXURE “A” TO INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF RCL
RETAIL LIMITED, CHENNAI FOR THE YEAR ENDED 31ST MARCH 2020**

Annexure A referred to in our report under “Report on Other Legal and Regulatory requirements Para 1” of even date on the accounts for the year ended 31st March 2020

1. In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

2. The stock of traded goods has been physically verified by the management at the close of the year.

As per the information given to us the procedure of physical verification of traded stock followed by the management is in our opinion reasonable and adequate in relation to the size of the company and its nature of business.

On the basis of examination of stock record it is found that the same have been properly maintained and the discrepancies if any noticed on physical verification have not been material as compared to the book record.

3. During the year, the company has not granted any loan to a Company, Firm, Limited Liability Partnerships or other parties covered in the register maintained under the Section 189 of the Companies Act, 2013.

4. During the year, the Company has not granted any loan, furnished any guarantees or provided any security. The Company has not made any investments in Mutual Fund Units during the year. The Company has complied with the provisions of section 185 of the Companies Act, 2013. The provisions of Section 186 are not applicable to the company.

5. The company has not accepted any deposit within the meaning of the sections 73 to 76 of the Companies Act, during the year.
6. According to the information and explanations furnished to us, the requirement for maintenance of the cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
7. (a) According to the records provided to us, the company is generally regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Goods and Service Tax and Tax Deducted at Source with the appropriate authorities. However, we have observed delays in remitting sums in respect of Tax deducted at source and Goods and Service Tax.
(b) According to information and explanations given to us, there are no disputed dues that were not deposited with the concerned authorities.
8. The company has not availed any term loans from Bank or financial institutions. Hence the question of reporting on default in repayment thereof does not exist.
9. The company has not raised any money by the way of initial public offer or further public offers including debt instruments or by the way of term loans during the year. Hence reporting on utilization of such money does not arise.
10. Based on the audit procedures adopted and information and explanations furnished to us by the management, no fraud on or by the company has been noticed or reported during the course of our audit.
11. No managerial remuneration has been paid or provided for during the year.
12. The company is not a Nidhi Company and as such this clause of the Order is not applicable.
13. (a) In our opinion and according to the information and explanations furnished to us, we are not in a position to report whether all the transactions with the related parties are in

compliance with sections 177 and 188 of Companies Act, 2013 or not as we are not provided with complete information about the details and transactions of all the related parties.

(b) The details of transactions between some of the related parties during the year have been disclosed in the Ind AS Financial statements as required by the applicable accounting standards. Refer Note No. 31 to Ind AS Financial statements.

14. During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures under section 42 of the Companies Act, 2013.

15. In our opinion and according to the information and explanations furnished to us, the company has not entered into any non-cash transactions with directors or persons connected with them.

16. The company is not required to register under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Chennai
Date : February 18, 2021
UDIN: 21230441AAAACR1332

As per our Report attached
For M/s. Venkat&Rangaa LLP
Chartered Accountants
FRN : 004597S
s/d-
T. Zameer
Partner
Membership No. : 230441

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RCL RETAIL LIMITED, CHENNAI FOR THE YEAR ENDED 31ST MARCH 2020

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial reporting of RCL RETAIL LIMITED, Chennai ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS Financial statements of the Company for the Year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over the Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's Internal Financial Control over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('the Standards'), issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial statements, whether due to fraud or error.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management overriding of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject

to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on

- i. Existing policies and procedures adopted by the Company for ensuring orderly and efficient conduct of the business.
- ii. Continuous adherence to Company's policies.
- iii. Existing procedure in relation to safeguarding of Company's fixed assets, Investments, Receivables, loans and advances made and cash and bank balances.
- iv. Existing system to prevent and detect fraud and errors.
- v. Accuracy and completeness of Company's accounting records.
- vi. Existing capacity to prepare timely and reliable financial information.

Place: Chennai
Date: February 18, 2021
UDIN: 21230441AAAACR1332

As per our Report attached
For M/s. Venkat&Rangaa LLP
Chartered Accountants
FRN: 004597S
s/d-
T. Zameer
Partner
Membership No.: 230441

PAN : AAECR 9840 C

D.O.I : 29.09.2010

ASSESSMENT YEAR : 2020-2021

Balance Sheet as at 31st March, 2020

Particulars	Note No	As at 31-03-2020	As at 31-03-2019
I. ASSETS			
NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	5	1,43,51,724	1,43,79,529
(b) Other Intangible assets	5	35,953	62,501
(c) Financial Assets			
(i) Investments	6	7,91,28,491	7,29,75,134
(ii) Loans	7	1,74,82,703	1,73,77,998
(d) Deferred Tax Assets (Net)	8	36,404	42,910
SUB-TOTAL		11,10,35,275	10,48,38,072
CURRENT ASSETS			
(a) Inventories	9	-	53,38,468
(b) Financial Assets			
(i) Investments	10	58,875	59,013
(ii) Trade receivables	11	23,76,425	84,72,012
(iii) Cash and Cash Equivalents	12	1,20,31,034	25,09,573
(iv) Loans	13	2,81,71,786	2,78,00,874
(c) Other Current Assets	14	14,78,478	16,12,643
SUB-TOTAL		4,41,16,599	4,57,92,582
TOTAL ASSETS		15,51,51,874	15,06,30,653
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	15	12,31,00,000	12,31,00,000
(b) Other Equity	16	2,11,46,923	1,55,90,594
		14,42,46,923	13,86,90,594
LIABILITIES			
NON-CURRENT LIABILITIES			
		-	-
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	18	36,21,421	36,21,421
(ii) Trade Payables	19	12,87,337	12,56,523
(b) Provisions	17	22,461	22,461
(c) Other Current Liabilities	20	54,76,912	63,93,353
(d) Current Tax Liabilities (Net)	21	4,96,819	6,46,301
		1,09,04,950	1,19,40,059
TOTAL EQUITY AND LIABILITIES		15,51,51,874	15,06,30,653

The accompanying notes are an integral part of the Financial Statements

For and on behalf of the Board
For RCL RETAIL LIMITED

Ratanchand Lodha
Director
DIN: 01534269

Shripal V Sanghvi
Director
DIN: 07788214

K R Ramakrishnan
Company Secretary

As per our Report attached
For M/s. Venkat & Rangaa LLP
Chartered Accountants
FRN : 004597S

T. Zameer
Partner
Membership No. : 230441

Place: Chennai
Date : February 18, 2021

PAN : AAECR 9840 C

D.O.I : 29.09.2010

ASSESSMENT YEAR : 2020-2021

Profit and Loss statement for the year ended 31st March, 2020

Particulars	Note No	As at 31-03-2020	As at 31-03-2019
Continuing Operations			
I. Revenue from operations	22	1,25,25,270	7,75,18,633
II. Other Income	23	89,09,591	85,02,070
III. Total Revenue	(I + II)	2,14,34,861	8,60,20,703
IV. EXPENSES			
(a) Cost of Materials Consumed			
(b) Purchase of Stock-in-trade	24	79,82,469	7,62,59,242
(c) Changes in stock of finished goods, work-in-progress and stock-in-trade	25	53,38,468	(21,61,778)
(d) Employee benefit expense	26	93,157	3,92,290
(e) Financial costs	27	3,089	52,504
(f) Depreciation and amortization expense	5	54,353	1,30,008
(g) Other expenses	28	14,69,824	22,90,987
Total Expenses		1,49,41,360	7,69,63,254
V. Profit before exceptional items and tax	(III - IV)	64,93,501	90,57,449
VI. Exceptional Items		-	-
VII. Profit/(loss) before tax	(V - VI)	64,93,501	90,57,449
VIII. Tax expense:			
(1) Current tax		8,13,613	13,99,071
(2) Deferred tax		6,506	(2,063)
Total Tax Expense		8,20,119	13,97,008
IX. Profit/(Loss) after Tax from continuing operations	(VII - VIII)	56,73,382	76,60,441
X. Discontinued Operations		-	-
(1) Profit/(Loss) from discontinued operations		-	-
(2) Tax expense of discontinued operations		-	-
XI. Profit/(Loss) after tax from Discontinued operations (after Tax)		-	-
XII. Profit/(Loss) for the period	(IX + XI)	56,73,382	76,60,441
XIII. Other Comprehensive Income			
A (i) Items that will not be recycled to profit or loss			
(a) Equity instruments through other comprehensive income		(138)	(7,185)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that may be reclassified to profit or loss		-	-
(ii) Income tax on items that may be reclassified to profit or loss		-	-
XIV Total comprehensive income for the period	(XII + XIII)	56,73,244	76,53,256
XVII. Earning per equity share (continuing operations)			
(1) Basic		0.46	0.62
(2) Diluted		0.46	0.62
XVII. Earning per equity share (discontinued operations)			
(1) Basic		-	-
(2) Diluted		-	-
XVII. Earning per equity share (for discontinued & continuing operations)			
(1) Basic		0.46	0.62
(2) Diluted		0.46	0.62

The accompanying notes are an integral part of the Financial Statements

For and on behalf of the Board
For RCL RETAIL LIMITED

As per our Report attached
For M/s. Venkat & Rangaa LLP
Chartered Accountants
FRN : 004597S

Ratanchand Lodha
Director
DIN: 01534269

Shripal V Sanghvi
Director
DIN: 07788214

T. Zameer
Partner
Membership No. : 230441

K R Ramakrishnan
Company Secretary

Place: Chennai

Date : February 18, 2021

M/S. RCL RETAIL LIMITED

CIN: L52330TN2010PLC077507

Regd off: Sapna Trade Centre, 10th Floor, 10B/2 No. 109, P.H Road, Chennai - 600 084

Email: rclretail@gmail.com; Website: www.rclretail.in

PAN : AAECR 9840 C

D.O.I : 29.09.2010

ASSESSMENT YEAR : 2020-2021

Cash flow Statement for the year ended March 31, 2020

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

	March 31, 2020	March 31, 2019
Cash Flow From Operating Activities		
Net (Loss) / Profit Before Tax	64,93,501	90,57,449
<i>Adjustments For:</i>		
Depreciation / Amortisation	54,353	1,30,008
Interest Expenses	-	29,029
Provision For Gratuity	-	1,567
Interest Income	(31,16,339)	(25,26,459)
Operating Cash Flow Before Working Capital Changes	34,31,515	66,91,594
<i>Adjustments for:</i>		
(Increase)/Decrease In Inventories	53,38,468	(21,61,778)
(Increase)/Decrease In Other Current Asset	1,34,165	(4,14,648)
(Increase)/Decrease In Trade Receivables	60,95,587	(16,83,727)
(Increase)/Decrease In Short Term Loans & Advances	(3,70,912)	86,19,518
Increase/(Decrease) In Current Borrowings	-	-
Increase/(Decrease) In Current Liabilities And Provisions	(9,16,441)	(5,22,973)
Increase/(Decrease) In Trade Payables	30,814	(23,40,038)
Increase/(Decrease) In Provisions	(3,16,794)	(7,52,770)
Cash Generated From Operations	1,34,26,401	74,35,178
Income Taxes Paid	(7,63,216)	(2,36,221)
Net Cash Provided/(Used) By Operating Activities	A 1,26,63,185	71,98,957
Cash Flow From Investing Activities		
Purchase Of Tangible Assets	-	-
Purchase Of Intangible Assets	-	-
Sale Of Fixed Tangible Assets	-	-
(Purchase)/Sale Of Investment	(61,53,357)	(1,58,45,984)
Net Cash (Used)/Provided By Investing Activities	B (61,53,357)	(1,58,45,984)
Cash Flow From Financing Activities		
(Increase)/Decrease In Long Term Loans & Advances	(1,04,705)	61,70,522
Interest Paid	-	(29,029)
Interest Receipt	31,16,339	25,26,459
Net Cash (Used)/Provided By Financing Activities	C 30,11,634	86,67,952
Net (Decrease)/Increase In Cash And Cash Equivalents	A+B+C 95,21,462	20,924
Cash and cash equivalents at the beginning of the year	25,09,573	24,88,649
Cash and cash equivalents at the end of the year	1,20,31,035	25,09,573

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 and on behalf of the Board
For RCL RETAIL LIMITEDRatanchand Lodha
Director
DIN: 01534269Shripal V Sanghvi
Director
DIN:07788214K R Ramakrishnan
Company SecretaryAs per our Report attached
For M/s. Venkat & Rangaa LLP
Chartered Accountants
FRN : 004597ST. Zameer
Partner
Membership No. : 230441

Place: Chennai

Date : February 18, 2021

PAN : AAECR 9840 C

D.O.I : 29.09.2010

ASSESSMENT YEAR : 2020-2021

Notes to financial statements for the year ended March 31, 2020
(All amounts are in Indian Rupees)

NOTE : 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.

NOTE : 2

Basis of preparation and presentation of financial statements

- i. The financial statements have been prepared in accordance with the Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time.
- ii. The significant accounting policies used in preparing the financial statements are set out in Note No. 4

NOTE : 3

Basis of Measurement

The financial statements have been prepared on accrual basis under historical cost convention except for certain financial instruments (Refer Note 4.17- Accounting Policy for Financial Instruments) which are measured at fair value.

NOTE : 4

Significant Accounting Policies

4.1 Property, Plant and Equipment (PPE)

(i) Property, Plant and Equipment are stated at cost of acquisition net of accumulated depreciation/ amortization and impairment losses if any, except free hold land which is carried at cost less impairment losses if any. The cost comprises purchase prices, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

(ii) The Company identifies the significant parts of plant and equipment separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives. The cost of replacement of significant parts are capitalized and the carrying amount of replaced parts are de-recognized. When each major inception/ overhauling is performed, its cost is recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection/ overhauling (as distinct from physical parts) is de-recognized.

(iii) Other expenses on fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalization criteria in accordance with IND AS 16 are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

(iv) PPEs are eliminated from the financial statements on disposal or when no further benefit is expected from its use or disposal. Gains or losses arising from disposal of plant, property and equipment are measured as the difference between the net disposal proceeds and the carrying amount of such assets are recognized in the statement of profit and loss.

(v) Depreciation for plant and machinery has been provided on Straight line method and for all other assets Written down value method has been followed.

(vi) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.

4.2 Capital Work in progress

Capital work in progress includes cost of property, plant and equipment under installation, under development including related expenses and attributable interest as at reporting date.

4.3 Current or Non-Current classification

An asset or liability is classified as current if it satisfies any of the following conditions:

- i) Asset or liability is expected to be realized in the company's normal settlement cycle.
- ii) Asset is intended for sale or consumption.
- iii) Asset or liability is held primarily for the purpose of trading.
- iv) Asset or liability is expected to be realized or settled within twelve months after reporting period.

4.4 Intangible assets

i) The cost of computer software that are installed are accounted at cost of acquisition of such assets and are carried at cost less accumulated amortization and impairment, if any. Internally generated software is not capitalized and the expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

ii) The residual values, useful lives and methods of depreciation of intangible assets are reviewed at each reporting date and adjusted prospectively, if appropriate.

4.5 Inventories

(i) Inventories are valued at cost or net realizable value whichever is lower. Cost includes the cost incurred in bringing the inventories to their present location and condition.

(ii) Raw materials, stores and spares are valued at cost or net realizable value whichever is lower. Cost includes the cost incurred in bringing the inventories to their present location and condition. For cost calculation of Raw materials as it is not ordinarily inter changeable specific identification method is used. For cost calculation of stores and spares weighted average method is used.

(iii) For valuation of finished goods / stock-in-process, cost includes material, direct labour, overheads (other than abnormal amount of wasted materials, storage costs, selling and administrative overheads) wherever applicable.

4.6 Revenue Recognition

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

(ii) Sale of products is recognized when the significant risk and reward of ownership of the goods have been passed to the buyer. Revenue is measured at fair value of the consideration received or receivable, after deduction of any taxes or duties collected on behalf of the government which are levied on sales such as VAT, GST, etc.

(iii) Dividend income, if any, is recognized when the company's right to receive dividend is established by the reporting date.

(iv) Interest income from financial assets is recognized at the effective interest rate applicable on initial recognition.

(v) Scrap sales is recognized at the fair value of consideration received or receivable upon transfer of significant risk and rewards. It comprises of invoice value of goods and after deducting applicable taxes on sale.

4.7 Employee Benefits

(i) Short-term employee benefits viz., salaries and wages are recognized as expense at the undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.

(ii) Defined Benefit Plan: Company's liability towards gratuity in respect of all other employees is worked out on the basis of actuarial valuation (performed by an independent actuary, at each Balance sheet date) and is normally funded.

Leave Encashment:

As per policy of the company unavailed leave, casual leave/ earned leave cannot be carried forward or encashed and hence there is no additional cost. The company recognises the cost as expense as and when the employee avails paid leave.

4.8 Provision, Contingent Liability and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessment of the time value of money and the risks specific to the liability. Contingent liabilities not provided for, are disclosed in the accounts by way of Notes.

4.9 Cash Flow statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

4.10 Borrowing Cost

(i) Borrowing cost include interest computed using Effective Interest Rate method, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

(ii) Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalized as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalization by applying capitalization rate to the expenditure incurred on such cost. The capitalization rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalizes during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings cost are expensed in the period in which they occur.

4.11 Government Subsidy / Grant

(i) Government grants are recognized at fair value on accrual basis where there is a reasonable assurance that the grant will be received and all the attached conditions are complied with.

(ii) In case of revenue related grant, the income is recognized on a systematic basis over the period for which it is intended to compensate an expense and is disclosed under "Other operating revenue" or netted off against corresponding expenses wherever appropriate. Receivables of such grants are shown under "Other Financial Assets". Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same. Receivables of such benefits are shown under "Other Financial Assets".

(iii) In case of grant relates to an asset, it is recognized as income over the expected useful life of the related asset.

4.12 Foreign Currency Transactions

Foreign Currency Transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions and from translation of monetary assets and liabilities at the reporting date exchange rates are recognized in the statement of Profit and Loss. Non- monetary items which are carried at historical cost denominated in foreign currency are reported using the exchange rates at the date of transaction.

4.13 Earnings Per Share

Basic Earnings per share is calculated by dividing the Net profit or loss after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting the Profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

4.14 Income Tax

The tax provision is considered as stipulated in IND AS 12 and includes current and deferred tax liability. The company recognizes the accumulated deferred tax asset based on accumulated time difference using current tax rate. Both the current tax and deferred tax liability relating to items recognized outside the profit or loss is recognized either in "other Comprehensive Income" or directly in "Equity" as the case may be.

4.15 Segment Reporting

The Company's Operating segment is identified based on nature of activity, risks and returns. The Company is primarily engaged in Trading of all kinds of tradeable and marketable goods - Operating Segment.

4.16 Impairment of Non-financial Assets

(i) The carrying values of non-financial assets are reviewed for impairment at each Balance Sheet date, if there is any indication of impairment based on internal and external factors.

(ii) Non-financial assets are treated as impaired when the carrying amount of such asset exceeds its recoverable value. After recognition of impairment loss, the depreciation / amortization for the said assets is provided for remaining useful life based on the revised carrying amount, less its residual value if any, on straight line basis.

(iii) An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

(iv) An impairment loss is reversed when there is an indication that the impairment loss may no longer exist or may have decreased.

4.17 Financial Instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

4.18 Financial Asset

(i) Financial assets comprise of investments in Equity, Trade Receivables, Cash and Cash Equivalents and Other Financial Assets.

(ii) Depending on the business model (i.e) nature of transactions for managing those financial assets and its contractual cash flow characteristics, the financial assets are initially measured at fair value and subsequently measured and classified at:

a) Amortized cost; or

b) Fair value through Other Comprehensive Income (FVTOCI); or

c) Fair value through Profit or Loss (FVTPL)

d) Amortized cost represents carrying amount on initial recognition at fair value plus or minus transaction cost.

(iii) The Company classifies its financial assets for measurement as below:-

BASIS OF MEASUREMENT	FINANCIAL ASSETS
Amortized Cost	Trade receivables, Loan and advances given to employees and related parties, deposits and other advances recoverable in cash or kind.
FVTOCI	Investment in Equity instruments

(iv) The company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. On derecognition of a financial asset or part thereof, the difference between the carrying amount measured at the date of recognition and the consideration received including any new asset obtained less any new liability assumed shall be recognized in the statement of profit and Loss.

(v) The company assesses at each balance sheet date whether the financial asset or group of financial assets is impaired. IND AS 109 requires expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

4.19 Financial Liability

(i) Financial liabilities comprise of Borrowings from Banks, Trade payables, Derivative financial instruments, financial guarantee obligation and other financial liabilities.

(ii) The Company classifies its financial assets for measurement as below:-

BASIS OF MEASUREMENT	FINANCIAL ASSETS
Amortized Cost	Borrowings, trade payables, interest accrued, Unclaimed/ Disputed dividends, security deposits and other financial liabilities not for trading.

(iii) Financial liabilities are derecognised when and only when it is extinguished (i.e) when the obligation specified in the contract is discharged or cancelled or expired.

(iv) Upon de-recognition of its financial liabilities or part thereof, the difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid including any non-cash assets transferred or liabilities assumed is recognized in the Statement of Profit and Loss.

4.20 Fair value measurement

(i) Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(ii) The fair value of an asset or a liability is measured / disclosed using the assumptions that the market participants would use when pricing the asset or liability, assuming that the market participants act in the economic best interest.

(iii) All assets and liabilities for which fair value is measured are disclosed in the financial statements are categorised within fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement are directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement are unobservable.

(iv) For assets and liabilities that are recognised in the Balance sheet on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period (i.e) based on the lowest level input that is significant to the fair value measurement as a whole.

(v) For the purpose of fair value disclosures, the company has determined the classes of assets and liabilities based on the nature, characteristics and risks of the assets or liabilities and the level of the fair value hierarchy as explained above.

(vi) The basis for fair value determination for measurement and / or disclosure purposes is detailed below:

Investments in Equity

The fair value is determined by reference to their quoted prices at the reporting date. In the absence of the quoted price, the fair value of the equity is measured using generally accepted valuation techniques.

Non-derivative financial liabilities

The fair value of non-derivative financial liabilities viz, borrowings are determined for disclosure purposes calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

4.21 Significant Estimates and Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision or future periods, if the revision affects both current and future years. Accordingly, the management has applied the following estimates / assumptions / judgements in preparation and presentation of financial statements:

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(i) Property, Plant and Equipment, Intangible Assets and Investment Properties
The residual values and estimated useful life of PPEs, Intangible Assets and Investment Properties are assessed by technical team duly reviewed by the management at each reporting date. Wherever the management believes that the assigned useful life and residual value are appropriate, such recommendations are accepted and adopted for computation of depreciation/amortisation. Also, management judgement is exercised for classifying the asset as investment properties or vice versa.

(ii) Current Taxes

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

(iii) Contingent Liabilities

Management judgement is exercised for estimating the possible outflow of resources, if any, in respect of contingencies / claims / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(iv) Impairment of Trade receivables

The impairment for financial assets are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

(v) Impairment of Non-financial assets (PPE/Intangible Assets / Investment Properties)

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

(vi) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

NOTE : 6 INVESTMENTS

AS AT 31.03.2020 AS AT 31.03.2019

In Associates:

Sanghvi Mega Mart - (30%)	1,36,38,909.74	1,31,49,379.62
Shanthi Sree Marketing - (30%/40%)	6,54,89,581.12	5,98,25,754.11
	<u>7,91,28,490.87</u>	<u>7,29,75,133.73</u>

M/S. RCL RETAIL LIMITED

CIN: L52330TN2010PLC077507

Regd off: Sapna Trade Centre,10th Floor,10B/2 No.109, P.H Road, Chennai - 600 084

Email: rclretail@gmail.com; Website: www.rclretail.in

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NOTE : 5 SCHEDULE OF FIXED ASSETS AS ON 31.03.2020

S.No.	Particulars	Date of Acquisition	Cost of Asset	Addition/ (Deletion)	Total Cost	Life of Asset	Used Life	Remaining life	Residual Value	Depreciation rate	Accumulated dep as on 31.03.2019	Additions/ (Deletions)	Depreciation for the year	Accumulated dep as on 31.03.2020	WDV as on 31.03.2020	WDV as on 31.03.2019
TANGIBLE ASSETS							31-Mar-20									
1	Land	01/01/2014	1,43,10,854.00		1,43,10,854.00	-	-	-	-	0.00%	-		-	-	1,43,10,854.00	1,43,10,854.00
2	Computers Software and Systems	01/11/2017	33,983.16		33,983.16	1,095.00	881.00	214.00	1,699.16	68.73%	30,623.97		1,660.03	32,284.00	1,699.16	3,359.20
3	Computers Software and Systems	03/01/2018	2,70,000.00		2,70,000.00	1,095.00	818.00	277.00	13,500.00	66.33%	2,39,157.50		17,342.50	2,56,500.00	13,500.00	30,842.50
4	Printer-Thermal	03/06/2017	22,600.00		22,600.00	1,095.00	1,032.00	63.00	1,130.00	75.32%	21,161.38		308.62	21,470.00	1,130.00	1,438.62
5	Furniture & Fixtures	31/12/2011	1,44,050.00		1,44,050.00	3,650.00	3,013.00	637.00	7,202.50	34.14%	1,29,120.07		5,097.20	1,34,217.27	9,832.32	14,929.52
6	P&M-Batteries	01/09/2017	18,000.00		18,000.00	5,475.00	942.00	4,533.00	900.00	18.76%	6,119.12		2,228.89	8,348.02	9,651.98	11,880.88
7	P&M-UPS	01/09/2017	9,430.00		9,430.00	5,475.00	942.00	4,533.00	471.50	18.76%	3,205.74		1,167.69	4,373.43	5,056.57	6,224.26
			1,48,08,917.16	-	1,48,08,917.16						4,29,387.78		27,804.94	4,57,192.72	1,43,51,724.04	1,43,79,528.98
INTANGIBLE ASSETS																
8	Software-Server	01/09/2017	1,88,713.00		1,88,713.00	2,190.00	942.00	1,248.00	9,435.65	42.48%	1,26,212.03		26,547.97	1,52,760.00	35,953.00	62,500.97
			1,88,713.00	-	1,88,713.00						1,26,212.03		26,547.97	1,52,760.00	35,953.00	62,500.97
TOTAL ASSETS			1,49,97,630.16	-	1,49,97,630.16						5,55,599.81		54,352.91	6,09,952.72	1,43,87,677.04	1,44,42,029.95

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NOTE : 7 LONG TERM LOANS & ADVANCES

BSE Ltd 1% Deposit Of IPO	5,79,500.00	5,79,500.00
Deposit Komal Foods Pvt Ltd	-	7,50,000.00
Deposit Haldiram Foods International Pvt Ltd	7,92,072.00	-
Fixed Deposit for Sales Tax	25,000.00	25,000.00
FD Vijaya Bank for Aavin Bank Gaurantee	10,86,131.00	10,23,498.00
Lease Advance	1,50,00,000.00	1,50,00,000.00
	1,74,82,703.00	1,73,77,998.00

NOTE : 8 DEFERRED TAX 36,404.00 42,910.00

NOTE : 9 INVENTORIES

Closing Stock	-	53,38,467.68
	-	53,38,467.68

NOTE : 10 CURRENT INVESTMENTS

3,000 Equity Shares of Rs.10 Each Fully Paid up in RCL Foods Limited	45,000.00	45,000.00
2,753 Equity Shares of Rs.10 Each Fully Paid up in Olympic Cards Ltd	13,875.12	14,012.77
	58,875.12	59,012.77

NOTE : 11 TRADE RECEIVABLES

Sundry Debtors		
Due not more than Six months	2,718.00	-
Others	23,73,707.47	84,72,012.06
	23,76,425.47	84,72,012.06

NOTE : 12 CASH AND CASH EQUIVALENTS

(a) Cash in Hand		
Cash Trichy	-	11,789.47
Cash Chennai	1,86,615.00	4,94,777.72
(b) Bank Balance		
Vijaya Bank - 0072	950.29	60,302.79
Vijaya Bank - 0001	1,18,43,469.09	19,42,702.59
	1,20,31,034.38	25,09,572.57

NOTE : 13 LOANS AND ADVANCES

	AS AT 31.03.2020	AS AT 31.03.2019
Sales Tax Appeal - Refund Receivable	11,94,969.00	4,77,617.00
Other Loans & Advances	2,56,45,578.51	2,56,92,018.51
Property Advance	7,71,238.50	7,71,238.50
Rental Deposit - Chennai Office	2,80,000.00	2,80,000.00
Rental Advance	2,80,000.00	2,80,000.00
Sanjeev Nagar Godown Advance	-	3,00,000.00
	2,81,71,786.01	2,78,00,874.01

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ASSESSMENT YEAR : 2020-2021

NOTE : 14 OTHER CURRENT ASSETS

IGST Credit Ledger	46,987.20	2,10,543.60
GST Cash Ledger	50.00	50.00
Unclaimed ITC	29,391.50	-
Commission Due	14,02,048.99	14,02,048.99
	14,78,477.69	16,12,642.59

NOTE : 15 EQUITY SHARE CAPITAL

Particulars	Par Value	31/03/2020	31/03/2019
(a) AUTHORISED:			
1,30,00,000 Equity Shares of Rs.10/- each	10/-	13,00,00,000.00	13,00,00,000.00
(b) ISSUED, SUBSCRIBED AND PAID UP			
1,23,10,000 Equity Shares of Rs.10/- each, Fully paid up	10/-	12,31,00,000.00	12,31,00,000.00

NOTE : 16 OTHER EQUITY

Reserves & Surplus	1,55,90,594.16	79,37,338.65
Less: Income Tax & Interest Paid thereon	1,16,915.00	-
Add: Profit / (Loss) For the Year	56,73,244.21	76,53,255.51
	2,11,46,923.36	1,55,90,594.16

NOTE : 17 LONG TERM PROVISIONS

Provision For Gratuity	22,461.05	22,461.05
	22,461.05	22,461.05

NOTE : 18 SHORT TERM BORROWINGS

Unsecured Loans	36,21,421.00	36,21,421.00
	36,21,421.00	36,21,421.00

NOTE : 19 TRADE PAYABLES

	AS AT 31.03.2020	AS AT 31.03.2019
Sundry Creditors - For Trade	12,87,337.00	12,56,523.00
	12,87,337.00	12,56,523.00

NOTE : 20 OTHER CURRENT LIABILITIES

Sundry Creditors - For Expenses	3,37,388.16	7,42,585.15
Advance Against Property	50,00,000.00	50,00,000.00
Stock Damage Haldiram	-	67,280.00
TDS Payable - Rent	38,904.00	-
Lease Maintenance Charges Payable	87,500.00	-
Satyraj - GST Late Fees	13,120.00	-
Salary Payable	-	5,83,488.00
	54,76,912.16	63,93,353.15

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NOTE : 21 CURRENT TAX LIABILITIES (NET)

Opening Tax	6,46,301.00	2,36,221.00
Add: Current Year Provision	8,13,613.00	13,99,071.00
	14,59,914.00	16,35,292.00
Less: Advance Tax	-	5,00,000.00
Less: Tax Paid	6,46,301.00	2,36,221.00
Less: TDS	3,16,794.00	2,52,770.00
	4,96,819.00	6,46,301.00

NOTE : 22 REVENUE FROM OPERATIONS

GST Sales	1,25,25,269.63	7,75,18,632.63
	1,25,25,269.63	7,75,18,632.63

NOTE : 23 DETAIL OF OTHER INCOME

Other Income	57,93,251.90	59,75,611.04
Interest Income	31,16,339.00	25,26,459.00
	89,09,590.90	85,02,070.04

NOTE : 24 PURCHASES

GST Purchase	79,82,469.29	7,62,59,241.87
	79,82,469.29	7,62,59,241.87

NOTE : 25 CHANGES IN INVENTORIES

Opening Stock	53,38,467.68	31,76,689.50
Less : Closing Stock	-	53,38,467.68
	53,38,467.68	(21,61,778.18)

NOTE : 26 EMPLOYEE BENEFITS

Salary, Bonus & Other Allowances	91,250.00	3,74,990.00
Gratuity	-	1,567.05
Staff Welfare	1,907.00	15,733.00
	93,157.00	3,92,290.05

NOTE : 27 FINANCIAL CHARGES

Bank Charges	1,002.00	23,475.40
Other Interest	2,087.00	-
Interest Expense	-	29,029.00
	3,089.00	52,504.40

NOTE : 28 OTHER EXPENSES

Advertisement	6,000.00	-
Audit Remuneration - Statutory Audit	75,000.00	1,77,000.00
Audit Remuneration - Tax Audit	-	47,200.00
Bank Guarantee Charges	-	27,308.00
VAT Penalty	1,15,760.00	-
VAT Paid on Assessment	44,180.00	-

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<u>OTHER EXPENSES (Continued)</u>	<u>AS AT 31.03.2020</u>	<u>AS AT 31.03.2019</u>
Electricity Expenses	2,813.00	15,683.00
Freight Expenses	2,92,929.00	8,11,649.00
General Expenses	36,488.48	79,290.00
GST - Late Fee	33,870.00	300.00
Lease Maintenance Charges	87,500.00	-
Listing & Custodial Fees	1,61,444.31	49,573.00
Meeting Expenses	-	1,485.00
Petrol Expenses	3,340.00	3,030.00
Postage, Telegram, Telephone & Telex Charges	-	90.00
Printing & Stationery	6,700.00	14,500.00
Professional and Consultancy Fees	16,600.00	-
Rent - Godown	90,000.00	-
Rent - Office	3,89,040.00	6,03,250.00
Rounding Off	-	1,052.22
Shipping & Handling Charges	78,034.00	4,50,555.00
Telephone Exp	1,210.00	1,447.00
Travelling, Conveyance & Vehicle Maintenance	28,915.00	7,575.00
	<u>14,69,823.79</u>	<u>22,90,987.22</u>

NOTE : 29 Contingent Liabilities And Commitments:

i) Contingent Liabilities

Claims against the company not acknowledged as debts

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ii) Commitments:

Estimated amount of contracts remaining to be executed on capital account

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NOTE : 30 Segment reporting

The Company's Operating segment is identified based on nature of activity, risks and returns. The Company is primarily engaged in Trading of all kinds of tradeable and marketable goods. Accordingly there are no separate reportable segments according to Ind AS 108 'Operating Segments' issued.

NOTE : 31 Related party transactions

a) Key Managerial Personnel and relatives of Key Managerial Personnel

Name of Key Managerial Personnel	Designation
1 Shripal Veeramchand Sanghvi	Director

b) Disclosure in respect of related party transactions (excluding Reimbursement) during the year and

(i) Outstanding Balances of Related Parties

<u>Particulars</u>	<u>Amount</u>
Lease Advance paid to Sarika Sanghvi	1,50,00,000.00
Balance of RCL Foods	(11,52,833.81)
Balance of RCL Enterprises	(2,82,067.00)
Balance of Shanthi Guru Infra	3,81,878.00

NOTE : 32 Value of Imports (On C.I.F Basis)

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NOTE : 33 Earnings in Foreign Currency :

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