

RCL RETAIL LIMITED

Regd off: SAPNA TRADE CENTRE, 10THFLOOR,
10B/2 NO. 109, P.H ROAD, CHENNAI - 600084
CIN: L52330TN2010PLC077507

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Date: 1st April 2021

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip code: 534708
ISIN CODE: INE892L01019

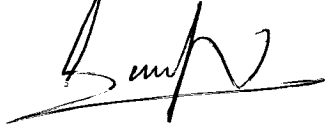
Dear Sirs,

Sub: RCL RETAIL LIMITED Tenth (10th) Annual General Meeting Scrutinizer's report

In connection with the 10th Annual General Meeting of our company held on 31st March, 2021 through Video conference (VC) and other audio visual means (OAVM), we enclose herewith the scrutinizer's report dated 31st March, 2021.

Kindly take it on record.

Yours faithfully,
For RCL RETAIL LIMITED



K.R.RAMAKRISHNAN
COMPANY SECRETARY & COMPLIANCE OFFICER

A. K. JAIN & ASSOCIATES
COMPANY SECRETARIES



S. Anil Kumar Jain B.Com., FCS
Balu Sridhar M.A.C.S., FCS., LLB
Pankaj Mehta B.Com (C.S.), ACS

CONSOLIDATED SCRUTINIZER REPORT

**[Pursuant to Section 108 of the Companies Act, 2013, and
Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
of the 10th Annual General Meeting of the Members of **M/s. RCL RETAIL LIMITED**, held on March 31,
2021 at 11.00 AM IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 for the 10th Annual General Meeting of M/s. RCL Retail Limited held on Wednesday, March 31, 2021 at 11:00 AM (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

We, M/s. A K JAIN & ASSOCIATES, Practising Company Secretaries, represented by Mr. PANKAJ MEHTA, Partner, had been appointed as the Scrutinizer by the Board of Directors of M/s. RCL Retail Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 10th Annual General Meeting ("AGM") of M/s. RCL RETAIL LIMITED on Wednesday the March 31, 2021 at 11.00 AM (IST) through VC / OAVM.

We were also appointed as Scrutinizer to scrutinize the e-voting at the AGM .

The notice dated March 4, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting and voting at the AGM by the Shareholders of the Company.

The period for remote e-voting remained open from March 27, 2021 (10.00 AM (IST)) to March 30, 2021 (05.00 PM (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders attended the AGM through VC / OAVM and who had not cast their vote in remote e-voting.

The shareholders of the Company holding shares as on the "cut-off" date of March 24, 2021 were entitled to vote on the resolutions as contained in the Notice of the 10th AGM.

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As prescribed in clause IV of the Circular dated May 05, 2020 issued by MCA, which is forming part of the Applicable Circulars, and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, in English in 'TRINITY MIRROR' newspaper and in Tamil in 'MAKKAL KURAL' newspaper both dated March 09, 2021. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v)(a) to (h) of the said Rule 20.

In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., www.rciretail.in besides notice of the AGM made available in the website of CDSL.

After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 11.53 A.M on March 31, 2021 in the presence of Mr. Karthik H P and Mr. Rathish who are not in the employment of Company.

Based on the data downloaded from the official website of CDSL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;

Item No	Type of Resolution	Subject Matter
1	Ordinary	To receive, consider and adopt the audited Balance Sheet as at 31 st March, 2020 and the Profit and Loss Account for the year ended on that date and the Cash Flow Statement as at 31 st March, 2020 and the Reports of the Directors and the Auditors thereon.
2	Ordinary	To Appoint a Director in place of Mr. Ratanchand Lodha who retires by rotation and being eligible, offers himself for re-appointment
3	Ordinary	To appoint 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
4	Ordinary	To Re-appoint M/s. VENKAT AND RANGAA LLP, Chartered Accountants, (Firm Registration No. 004597S) as the Statutory Auditors of the Company for a term of five years
5	Ordinary	To appoint Ms. Sujathaa Mehta (DIN: 06822171), as Independent director of the Company for a term of five years effective from 04.03.2021
6	Ordinary	To appoint Mr. Navratan Mal Lunkar (DIN: 08970463), as Independent director of the Company for a term of five years effective from 04.03.2021
7	Ordinary	To appoint Mr. Mahipal Sanghvi (DIN: 07788200) as a Wholetime Director for a period of five years effective from 18th February 2021

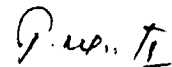
Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting during the AGM	Total	No	% of votes	No	% of votes
1	33,55,991	2,16,000	35,71,991	35,71,991	100.00	0	0.00
2	33,55,991	2,16,000	35,71,991	35,71,991	100.00	0	0.00
3	33,55,991	2,16,000	35,71,991	35,71,991	100.00	0	0.00
4	33,55,991	2,16,000	35,71,991	35,71,991	100.00	0	0.00
5	33,55,991	2,16,000	35,71,991	35,71,991	100.00	0	0.00
6	33,55,991	2,16,000	35,71,991	35,71,991	100.00	0	0.00
7	33,55,991	2,16,000	35,71,991	35,71,991	100.00	0	0.00

We did not find any invalid votes

All relevant records of e-voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: 31.03.2021



PANKAJ MEHTA
Partner
M.No.A29407
C.P.No.10598

UDIN: A029407B004180917

Witness 1: 

Name : Mr. Rathish
Address: New No.29A, Sandayappan 3rd St
Otteri, Chennai - 600 112
Occ : Service

Witness 2: 

Name : Mr Karthik HP
Address: 22/23, Venkatachala Naicken
Street, Pudupet, Chennai – 600 002
Occ : Service