



RCL RETAIL LIMITED

Regd. Office : No.84/85, Walltax Road, I Floor,
Chennai - 600 003 India Tel: 91 - 44 - 25345283
Fax: 91 - 44 - 25345275 E mail: rclretail@gmail.com

To:

Date: 29.01.2015

The Manager
BSE SME Platform
25TH Floor,
P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Dear Sir,

Sub: Results of postal ballot - |

We wish to state that pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 read with Regulation 106U of Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 the company has issued notice dated 18.12.2014 seeking for the approval of the members of the company by way of special resolution to migrate from SME platform of BSE to main board of BSE through postal ballot process including e voting.

The company already appointed Mr. Balu Sridhar of M/s. A. K. Jain & Associates, Company Secretaries, as Scrutinizer and the last date of receipt of duly filed ballot form was 26.01.2015 @ 5.00 P.M and e voting facility was also closed on 26.01.2015 at 05.00 P.M. Accordingly the scrutinizer submitted his report dated 28.01.2015.

We wish to state that as per the report, the result was declared by the Mr. Nitesh R Lodha, Managing Director on 29.01.2015 at the registered office of the company. The result of postal ballot as per the report of the scrutinizer is as follows;

S.No	Particulars	No of ballot forms received including e voting	No of votes /equity shares	Percentage
1	Total No of votes casted including e voting received	47	1409022	
2	Less: Invalid votes	0	0	
	Less: Promotes group	7	304700	
3	Valid Votes other than the promoter group	40	1104322	
4	In favour of the resolution	40	1104322	100%
5	Against the resolution	0	0	0.00%

For RCL RETAIL LIMITED


Managing Director

CIN: L52330TN2010PLC077507;
Website: www.rclretail.com; Email : rclretail@gmail.com

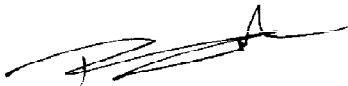
The votes cast in favour of the resolution other than the promoters are two times more than the votes cast against the resolution and hence the resolution is passed as special resolution with requisite majority.

We are herewith enclosing the scrutinizers report. This is for your information and records. Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For RCL Retail Limited



Managing Director

Encl: As above



RCL RETAIL LIMITED

No.8485, Wallfax Road, I Floor, Chennai – 600 003.

CIN: L52330TN2010PLC077507;

Website: www.rciretail.com; Email: rciretail@gmail.com

Phone No: 044-25345283, Fax: -044-25345275

Dear Members,

Notice is hereby given pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 read with Regulation 106U of Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 that resolution set out below is to be passed by Postal Ballot.

Accordingly, your consent is sought, on the resolution provided below along with explanatory statement, containing material facts of the resolution and interest of directors and KMP (including relatives) thereof. The Ballot forms duly filled in and completed in all respects shall be returned in a self addressed business reply envelope, annexed herewith, to reach the Scrutinizer before 5:00 PM on 26th Day of January, 2015. Ballot forms received after the said date shall not be treated valid for calculating the votes. Members can also opt e-voting facility for casting their votes on the resolution, details of which are provided in the Postal Ballot Notice.

Members are requested to kindly read the instructions carefully printed on Postal Ballot Form.

The Board has appointed Mr. Balu Sridhar of M/s. A. K. Jain & Associates, Practicing Company Secretaries, Chennai as the scrutinizer for the purpose of handling Postal Ballot process in fair and transparent manner.

Scrutinizer will submit his report on postal ballot to Managing Director of the company after its scrutiny on 28th Day of January, 2015 and the results of postal ballot will be declared by Managing Director authorized by board on 29th Day of January, 2015. The results will be posted on stock exchange where the company is listed on the same day and will also be posted on website of the company.

The Board of directors had in their meeting held on 18th December, 2014 approved the following resolution for approval of shareholders as special resolution through postal ballot:

ITEM NO1

"RESOLVED THAT in pursuance of Regulation 106U of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2009, BSE Circulars, Listing Agreement with SME BSE platform and provisions of Companies Act, 1956 and 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modification, amendments, and reenactments thereof, and other applicable laws, consent of the company be and is hereby granted to migrate the company, currently listed on SME Platform of BSE, to Main Board of BSE and to follow such procedure as specified by SEBI (ICDR) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.



RESOLVED FURTHER THAT Mr. Nitesh R Lodha, Managing Director of the company be and is hereby authorized to do all the acts, things and deeds as may be necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by Board to give effect to the said resolution."

For RCL Retail Limited

Place: Chennai
Date: 18.12.2014

Sd/-
Nitesh R Lodha
Managing Director

Enclosure: Postal Ballot Form



Notes:

1. Explanatory Statement as per section 102 of Companies Act, 2013 is annexed herewith giving full particulars of special resolution.
2. Shareholders who have registered their e-mail ids with the company as a part of green initiative to receive documents and notices in e-form have been sent notice of Postal Ballot to their mail ids and others have been sent the notice of postal ballot by post, whose name appeared in the register of members as on cutoff date i.e. 19.12.2014. Shareholders who have received notice of postal ballot through e-mail can download Postal Ballot form from website of the company www.rcloretail.com. Shareholders can fill the same and send it to Scrutinizer Mr. Balu Sridhar of M/s. A. K. Jain & Associates, Practicing Company Secretaries, No.2, Raja Anna Malai Road, Purasawalkam, Chennai – 600 084 to reach him before 5.00 pm on 26th Day of January, 2015.
3. Board has appointed Mr. Balu Sridhar of M/s. A. K. Jain & Associates, Practicing Company Secretaries, Chennai as the scrutinizer for handling Postal Ballot process in fair and transparent manner.
4. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing E- Voting facility to its shareholders to vote on the resolution, instead of dispatching postal ballot. Company has entered into agreement with Central Depository Services India Limited (CDSL) for handling e-voting facility for the company. E- Voting is optional.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28.12.2014 at 9:00 am and ends on 26.01.2015 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19.12.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members 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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio



	<p>number in the PAN field.</p> <ul style="list-style-type: none"> In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of SRG Housing Finance Limited to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 they have to create 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 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.
- (xix) In case you have any queries or issues regarding e-voting, 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@cdsiindia.com.
5. Kindly note that the shareholders can opt only one mode of voting i.e. either voting by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice-versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, the voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
 6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 19th December, 2014
 7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/ speed post at the expense of the member will also be accepted.
 8. In the event, draft resolution is assented to by the requisite majority of shareholders by means of Postal Ballot, the date declaration of Postal Ballot result shall be deemed to be the date of passing of said special resolution.
 9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days, up to 26th January, 2015.

For RCL Retail Limited

Place: Chennai
Date: 18.12.2014

Sd/-
Nitesh R Lodha
Managing Director



Explanatory Statement pursuant to section 102 of Companies Act, 2013

Item No: 1

As per SEBI Circular dated 18th May, 2010, company with post issue face value capital of Rs. 10 crores or more and upto Rs. 25 crores and listed on SME Exchange can migrate to the Main Board, provided shareholders approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid up Capital of the company as on 30.09.2014 is Rs. 12,31,000,00/- (Rupees Twelve Crores Thirty One Lakhs only) and Company is also listed on SME platform of BSE for more than 2 years i.e. from 16th October, 2012 till date, in compliance of BSE Circular dated 26th November, 2012, Directors are of the view that migration to main board will act as a catalyst in the growth and expansion of the company and also will help the shareholders of the company to enjoy sufficient return from their investments.

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice dated 18.10.2014 of the company.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

For RCL Retail Limited

Place: Chennai
Date: 18.12.2014

Sd/-
Nitesh R Lodha
Managing Director



RCL RETAIL LIMITED

No.8485, Wallfax Road, I Floor, Chennai – 600 003,
CIN: L52330TN2010PLC077507;
Website: www.rciretail.com; Email: rciretail@gmail.com
Phone No: 044-25345283, Fax: -044-25345275

POSTAL BALLOT FORM

(To be returned to the scrutinizer appointed by the company)

SERIAL No:

1. Name & Address of the shareholder(s) :
Including Joint Holders
(IN BLOCK LETTERS)

2. Registered Folio No. /DP Id. No. :
/Client Id No.*-
*(Applicable to investors holding shares in demat form)

3. No. of Shares held :

4. Email Id :

5. I/we hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/ our assent or dissent to the said resolutions by placing tick(✓) mark at the appropriate box below:

No. and description of Resolutions	No. of shares	I/we assent to the Resolution (For)	I/we dissent to the Resolution (Against)	I/we Abstain to vote to the Resolution (Abstain)
Resolution No.-1 Migration of company to Main Board of BSE.				

Date:
Place

Signature of the member

Note:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is Sunday, 26th Day of January, 2015 till 5:00 PM.



PROCEDURE AND INSTRUCTIONS FOR POSTAL BALLOT

1. A shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form(no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Balu Sridhar of M/s. A. K. Jain & Associates, Company Secretaries, Chennai in the attached self addressed business reply envelope, postage will be borne and paid by the company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/ speed post at the expense of the Shareholder will also be accepted.
2. Please convey your assent/ dissent/ abstain in this postal ballot form only. The assent or dissent or abstain received in any other form shall not be considered valid.
3. The self addressed business reply envelope bears the address of the scrutinizer appointed by the company. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ RTA or Depository Participants.) In case of joint holding, this form should be completed and signed by the first named Shareholder and in his absence, by the next named shareholder. In case Postal Ballot Form is signed through a Delegate, a copy of Power of Attorney attested by the member shall be annexed to the Ballot.
4. The consent must be accorded by recording the assent in the column "FOR" and Dissent in the column "AGAINST" or Abstain in the column " ABSTAIN" by placing tick(✓) mark in the appropriate column.
5. Duly completed Postal Ballot Form should reach the company not later than 5:00 pm on 26.01.2015. All Postal ballot Forms received after the said date and hours will be strictly treated as is reply from such Shareholder(s) has not been received.
6. There will be only one Postal Ballot for every folio irrespective of the number of joint shareholders(s).
7. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ authorizing giving requisite authority to the person voting on the postal ballot form, together with the duly attested specimen signature(s) of authorized signatories.
8. A shareholder may request for a duplicate Postal Ballot Form through an email, if so required from rclretail@gmail.com. However, duly completed duplicate Postal Ballot Form should reach the scrutinizer not later than the last date of receipt of postal ballot form. i.e. 26.01.2015 till 5:00 PM.
9. Voting shall be reckoned on the paid up value of shares registered in the name of the shareholders as on 19th December, 2014.
10. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A shareholder need not use all the votes nor need to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
14. In the events, the draft resolution is assented to by the requisite majority of shareholders by means of postal ballot; the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days, up to 26th Day of January, 2015.
16. The company is pleased to offer e-voting facility as an alternate, for all the shareholders of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional



17. In case of shareholders are willing to vote through e-voting, please follow the instruction mentioned in the Postal Ballot Notice to cast your vote in electronic mode.
18. Contact Details:-

Registrar and Transfer Agent

M/s. Cameo Corporate Services Ltd
No.2, Club House Road,
Anna Salai, Chennai – 600 002.
Ph : 91-44 - 2846 0390 (5 lines)
Fax : 91-44 - 2846 0129

E-mail : cameo@cameoindia.com

Compliance Officer

Mr. Nitesh R Lodha
No.84/85, Walltax Road
1 Floor, Chennai – 600 003
Email : rcletail@gmail.com
Phone No: 044-25345283

Fax: 044-25345275

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

SCRUTINIZER'S REPORT

To
The Chairman
M/s. RCL RETAIL LIMITED
No.84/85 Walltax Road,
1st Floor, Chennai - 600 003

Dear Sir,

1. The Board of Directors of M/s. RCL Retail Limited at its meeting held on 18.12.2014 has appointed me as a Scrutinizer for conducting the postal ballot voting on the Special Resolution pursuant to Regulation 106U of Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 to migrate the company, from SME Platform of BSE, to Main Board of BSE.

2. I submit my report as under:

(i) The company has completed on 25.12.2014 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on 19.12.2014.

(ii) The members of the Company as on the "cut-off" date i.e. Friday, 19th December, 2014 were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by Central Depository Services (India) Limited (CDSL).

(iii) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

(iv) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

(v) The ballot box were opened on 27.01.2015 after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process on Wednesday the 28th day of January 2015 in the presence of 2 witnesses, Mr. Anil Kumar Jain & Mr. Pankaj Mehta, who are not in the employment of Company.

(vi) The votes cast through postal ballot forms and e-voting platform were scrutinized and the shareholding were matched/ confirmed with the Register of Members of the Company / list of beneficiaries as on 19.12.2014.

Certified As True Copy
For RCL RETAIL LIMITED


Managing Director



B. Srinivas

(vii) All postal ballot forms received up to the close of working hours on 26.01.2015, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

(viii) No Envelopes containing postal ballot forms were received after closing hours on 26.01.2015.

(ix) No Envelopes containing postal ballot forms were returned undelivered.

(x) I did not find any defaced or mutilated ballot paper.

3. The summary of votes cast through e-voting & postal ballot forms is given below:

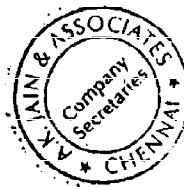
S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	11	3,60,700	36	10,48,322	47	14,09,022
2.	Less Invalid votes	0	0	0	0	0	0
3.	Net valid votes	11	3,60,700	36	10,48,322	47	14,09,022
4.	Less votes cast by promoters	7	3,04,700	0	0	7	3,04,700
5.	Total votes cast by public favoring the resolution.	4	56,000	36	10,48,322	40	11,04,322
6.	Total votes cast by public against the resolution.	0	0	0	0	0	0

% of votes in favor of the resolution including promoter : 100
 % of votes against the resolution : 0

% of votes in favor of the resolution excluding promoter : 100
 % of votes against the resolution : 0

Certified As True Copy
For RCL RETAIL LIMITED


 Managing Director



B. Srinivas

4. I have handed over the postal ballot forms and other related papers / registers and records for safe custody to the Director authorized by the Board to supervise the postal ballot process.

5. You may accordingly declare the result of the voting by Postal ballot.

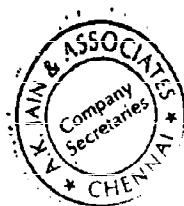
Thanking you,

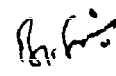
Place: Chennai
Date: 28.01.2015

Certified As True Copy
For ROL RETAIL LIMITED


Managing Director

For A.K.JAIN & ASSOCIATES
Company Secretaries




BALU SRIDHAR
Partner
M.No. F5869
C.P. No.3550