



# 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

Date: 02.01.2015

To:

SME Platform  
BSE Limited  
P J Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sir,

Sub: Outcome of 4<sup>th</sup> AGM and Voting results - Declaration of voting results - Reg.

We wish to state that 4<sup>th</sup> Annual General meeting of company had been held at No.200-A, Madhavaram High Road, Madhavaram, Chennai - 600 060 on 31.12.2014 at 03.00. P.M. The Chairman ordered poll for transacting the businesses set forth in the notice calling Annual General meeting. Thereafter poll process was conducted.

Date of the AGM: 31.12.2014

Total number of shareholders on record date: 286

No. of shareholders present in the meeting either in person or through proxy: 23

Promoters and Promoter Group: 9

Public: 14

(Agenda-wise)

Details of the Agenda:

1. Adoption of the Audited Accounts of the Company for the year ended 31st March, 2014 together with the Directors and the Auditor's reports thereon.

Resolution required: Ordinary

Mode of voting: Poll /E-voting)

In case of Poll/E-voting:

Promoter/public	No of shares held	No of votes polled	% of Votes Polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	2966700	1284700	43.30%	1284700	0	100%	0.00%
Public	-	-	0.00%	0	0	0	0

For RCL RETAIL LIMITED  
  
Managing Director



## 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

-institutional holders							
Public - Others	9343300	213523	2.29%	213523	0	100%	0.00%
Total	12310000	1498223	12.17%	1498223	0	100%	0.00%

2. Appointment of M/s. Krishnan & Giri, Chartered Accountants, as Statutory Auditors of the Company.

Resolution required: Ordinary  
Mode of voting: Poll /E-voting)

In case of Poll/E-voting:

Promoter/p ublic	No of shares held	No of votes polled	% of Votes Polled on outstanding shares	No of votes in favour	No of vote s agai nst	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	2966700	1284700	43.30%	1284700	0	100%	0.00%
Public -institutional holders	-	-	0.00%	0	0	0	0
Public - Others	9343300	213523	2.29%	213523	0	100%	0.00%
Total	12310000	1498223	12.17%	1498223	0	100%	0.00%

3. Appointment of Mr. Vimal Chand Chordia, (DIN: 03446848) as Independent Director of the Company for a term of 5 years .

Resolution required: Ordinary  
Mode of voting: Poll /E-voting)

In case of Poll/E-voting:

Promoter/p ublic	No of shares held	No of votes polled	% of Votes Polled on outstanding shares	No of votes in favour	No of vote s agai nst	% of votes in favour of votes polled	% of votes against on votes polled

For RCL RETAIL LIMITED

Managing Director



# 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

Promoter and promoter group	2966700	1284700	43.30%	1284700	0	100%	0.00%
Public -institutional holders	-	-	0.00%	0	0	0	0
Public - Others	9343300	213523	2.29%	213523	0	100%	0.00%
Total	12310000	1498223	12.17%	1498223	0	100%	0.00%

4. Appointment of Mr. Ganpath Raj Kothari, (DIN: 06611148) as Independent Director of the Company for a term of 5 years .

Resolution required: Ordinary  
Mode of voting: Poll /E-voting)

In case of Poll/E-voting:

Promoter/public	No of shares held	No of votes polled	% of Votes Polled on outstanding shares	No of votes in favour	No of votes against	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	2966700	1284700	43.30%	1284700	0	100%	0.00%
Public -institutional holders	-	-	0.00%	0	0	0	0
Public - Others	9343300	213523	2.29%	213523	0	100%	0.00%
Total	12310000	1498223	12.17%	1498223	0	100%	0.00%


5. Confirmation / Appointment of Mr. Suresh Jain (DIN: 02819801) as Director

Resolution required: Ordinary  
Mode of voting: Poll /E-voting)

In case of Poll/E-voting:

Promoter/public	No of shares held	No of votes polled	% of Votes Polled on	No of votes in favour	No of	% of votes in	% of votes

For RCL RETAIL LIMITED

  
Managing Director



## 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

			outstandin g shares		vote s agai nst	favour of votes polled	against on votes polled
Promoter and promoter group	2966700	1284700	43.30%	1284700	0	100%	0.00%
Public -institution al holders	-	-	0.00%	0	0	0	0
Public - Others	9343300	213523	2.29%	213523	0	100%	0.00%
Total	12310000	1498223	12.17%	1498223	0	100%	0.00%

6. Confirmation / Appointment of Mr. Kamalesh Kumar (DIN: 06787616) as Director

Resolution required: Ordinary  
Mode of voting: Poll /E-voting)

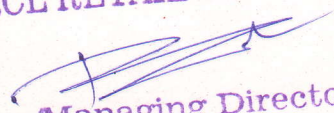
In case of Poll/E-voting:

Promoter/p ublic	No of shares held	No of votes polled	% of Votes Polled on outstandin g shares	No of votes in favour	No of vote s agai nst	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	2966700	1284700	43.30%	1284700	0	100%	0.00%
Public -institution al holders	-	-	0.00%	0	0	0	0
Public - Others	9343300	213523	2.29%	213523	0	100%	0.00%
Total	12310000	1498223	12.17%	1498223	0	100%	0.00%

7. Increase in borrowing power of Board of Directors upto Rs.30.00 Crores.

Resolution required: Special  
Mode of voting: Poll /E-voting)

For RCL RETAIL LIMITED

  
Managing Director



## 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

In case of Poll/E-voting:

Promoter/p ublic	No of shares held	No of votes polled	% of Votes Polled on outstandin g shares	No of votes in favour	No of vote s agai nst	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	2966700	1284700	43.30%	1284700	0	100%	0.00%
Public -institution al holders	-	-	0.00%	0	0	0	0
Public - Others	9343300	213523	2.29%	213523	0	100%	0.00%
Total	12310000	1498223	12.17%	1498223	0	100%	0.00%


8. Authorization to create charge, hypothecation, mortgage of assets of the company to secure the borrowing.

Resolution required: Special  
Mode of voting: Poll /E-voting)

In case of Poll/E-voting:

Promoter/p ublic	No of shares held	No of votes polled	% of Votes Polled on outstandin g shares	No of votes in favour	No of vote s agai nst	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	2966700	1284700	43.30%	1284700	0	100%	0.00%
Public -institution al holders	-	-	0.00%	0	0	0	0
Public - Others	9343300	213523	2.29%	213523	0	100%	0.00%
Total	12310000	1498223	12.17%	1498223	0	100%	0.00%

For RCL RETAIL LIMITED

  
Managing Director



# 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

9. Authorization to make investments.

Resolution required: Special  
Mode of voting: Poll /E-voting)

In case of Poll/E-voting:

Promoter/p ublic	No of shares held	No of votes polled	% of Votes Polled on outstandi ng shares	No of votes in favour	No of vote s agai nst	% of votes in favour of votes polled	% of votes against on votes polled
Promoter and promoter group	2966700	1284700	43.30%	1284700	0	100%	0.00%
Public -institution al holders	-	-	0.00%	0	0	0	0
Public - Others	9343300	213523	2.29%	213523	0	100%	0.00%
Total	12310000	1498223	12.17%	1498223	0	100%	0.00%

This is for your information and necessary records.

Thanking You,

For RCL Retail Limited

**For RCL RETAIL LIMITED**

Nitesh R Lodha  
DIN: 01748000  
Director

Encl: Scrutinizer's report on E- voting and MGT 13.



**A. Golcha & Co.**  
COMPANY SECRETARIES

SCRUTINIZER'S REPORT ON E-VOTING

To  
The Chairman,  
M/s. RCL Retail Limited  
Regd. off: No.84/85, Walltax Road,  
First Floor, Chennai - 600 003

Dear Sir,

The Board of Directors of your Company, at its meeting held on 15<sup>th</sup> November 2014 had, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, appointed me as Scrutinizer for the e-voting process to be held for passing of resolutions as set out in the Notice convening Annual General Meeting (AGM) dated 15<sup>th</sup> November 2014.


In this connection, I hereby submit my report as under:

1. The members of the Company as on the "cut-off" date i.e., 28<sup>th</sup> November 2014, were entitled to vote on the resolutions (Item no. 1 to 9 as set out in the notice of the 4<sup>th</sup> Annual General Meeting of the Company, to be held on 31<sup>st</sup> December 2014 at 3.00 P.M. at No.200-A, Madhavaram High Road, Madhavaram, Chennai 600 060).
2. The period for e-voting remained open from 27<sup>th</sup> December 2014 (9.00 A.M) to 29<sup>th</sup> December 2014 (5.00 P.M) as mentioned in the Notice convening Annual General Meeting.
3. The votes cast were unblocked after the completion of E-voting process on 30<sup>th</sup> December 2014 in the presence of 2 witnesses, Mr. Balu Sridhar & Mr. Pankaj Mehta, who are not in the employment of Company.
4. Thereafter, the details containing, inter-alia, list of shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited.
5. No votes were casted through e-voting.
6. The Cut-off date mentioned in this Report has been taken based on the information given by the Company and its officials.
7. As per proviso of Sub-Rule (vi) of Rule 20 of Companies (Management and Administration) Rules, 2014, e-voting shall be completed three days prior to the date of the General Meeting. From the Notice of the 4<sup>th</sup> Annual General Meeting, it appears that the e-voting period had not been completed three days prior to the Annual General Meeting.

Place: Chennai  
Date: 30<sup>th</sup> December 2014



For A.Golcha & Co.,  
Company Secretaries

  
Aashish A. Golcha  
Proprietor  
Mem. No.A28010  
C.P No.10258



FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

**Mr. Nitesh R Lodha**

Chairman

4<sup>th</sup> Annual General Meeting of the Shareholders of

**RCL Retail Limited**

Regd. Off: No.84/85, Walltax Road,

First Floor, Chennai - 600 003

CIN: L52330TN2010PLC077507

Dear Sir,

I, **Aashish A Golcha**, Proprietor, M/s. A. Golcha & Co., Companies Secretaries, having office at No.846A, Mount Road, Purushotam Building, Chennai – 600002, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 4<sup>TH</sup> Annual General Meeting of the Shareholders of **RCL Retail Limited**, held on Wednesday the 31st day of December 2014 on 03.00 P.M at No.200-A, Madhavaram High Road, Madhavaram, Chennai - 600 060, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling which was locked in my presence with identification marks placed by me.

2. The locked ballot boxes were subsequently opened in presence of Mr. Prakash and Mr. Sathish Kumar and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. I did not find any invalid poll papers.

4. The result of the Poll is as under:

**(a) Resolution No.1 - Adoption of Accounts**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	1498223	100





(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

**(b) Resolution No. 2 – Appointment / Re-appointment of Statutory Auditors**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	1498223	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil



**(c) Resolution No. 3 – Appointment of Mr. Vimal Chand Chordia as Independent Director**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	1498223	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

**(d) Resolution No. 4 – Appointment of Mr. Ganpath Raj Kothari as Independent Director**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	1498223	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil



(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

**(e) Resolution No. 5 – Confirmation / Appointment of Mr. Suresh Jain as Director**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	1498223	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

**(f) Resolution No. 6 – Confirmation / Appointment of Mr. Kamalesh Kumar as Director**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	1498223	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

**(g) Resolution No. 7 – Increase in Borrowing powers of the Board of Directors u/s.180(1)(c) of Companies Act, 2013**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	1498223	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil



**(h) Resolution No. 8 – Granting Power to Board of Directors to create charge / hypothecate assets of the Company u/s.180(1)(a) of Companies Act, 2013.**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	1498223	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

**(i) Resolution No. 9 – Granting Power to Board of Directors for investments u/s. 186 of the Companies Act, 2013**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	1498223	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil



(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Members Present – 23 Proxies – Nil	Nil	Nil

5. Complete list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is as follows:.

Sl No.	Name	Folio No.	No. of shares held	Voted For	Voted Against	Invalid Votes
1	D. Alexander	12031500 00220492	12000	12000	0	0
2	Shreyans Lodha	12039700 00069201	6700	6700	0	0
3	Radhakrishnan	12022300 00111230 & 12031500 00220454	32000	32000	0	0
4	B. Goutamchand	12039000 00039648	28000	28000	0	0
5	Prema Kumari	12039000 00039633	15000	15000	0	0
6	Praful Kankaria	12039000 00039667	6000	6000	0	0
7	Pinky	12039000 00055201	3000	3000	0	0
8	Naresh Kankaria	12039000 00021588	24000	24000	0	0
9	Vishwas Jain HUF	12039700 00078932	2000	2000	0	0
10	Gyanmal & Sons	12039700 00078892	2000	2000	0	0
11	Gyanmal Jain	12039700 00056357	52000	52000	0	0
12	Kamal Bhandari	12039700 00089144	23523	23523	0	0
13	R. Suresh Kumar	IN300302 10013741	397500	397500	0	0
14	P. Kamlesh	IN300302 10041198	512500	512500	0	0
15	R Vinodh Kumar	IN300302 10013750	135000	135000	0	0
16	V. Vishal	12039700 00090791	110000	110000	0	0
17	Pramod Kumar Agarwal HUF	12010600 01932514	13000	13000	0	0
18	Gaurav Birmiwal**	IN303116 11341236	1000	1000	0	0
19	Nitesh R Lodha	IN300896 10541390	15000	15000	0	0
20	RCL Foods Limited	12039000 00060524	48000	48000	0	0
21	RCL Enterprises P Ltd	13017400 00152485	21000	21000	0	0
22	Shobha Lodha	13017400 00110383	18000	18000	0	0
23	Ratan Chand Lodha	IN300896 10409979	21000	21000	0	0
		<b>Total</b>	<b>1498223</b>	<b>1498223</b>	<b>0</b>	<b>0</b>

Note: The list mentioned above is applicable for all the Nine Resolutions.



\*\* Mr. Gaurav Birmiwal had mentioned his holding as 25000 Shares whereas as per the list on the cut-off date his holding is only 1000 Shares and hence his votes are restricted to 1000.

6. The poll papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

**For A. Golcha & Co.,**  
Company Secretaries



**Aashish A Golcha**  
Proprietor  
Mem. No.A28010  
C. P. No.10258



Date: 02<sup>nd</sup> January 2015  
Place: Chennai