



RCL RETAIL LIMITED
Regd. Office : No.13, Ground floor, Hunters Lane,
Choolai, Chennai – 600 112

CIN : L52330TN2010PLC077507

E-Mail :- rclretail@gmail.com

04.01.2016

To
DCS-CRD
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

SCRIP CODE: 534708
ISIN: INE892L01019

Dear Sir

Sub: Outcome of Voting Results of 05th Annual General Meeting (AGM) held on 31.12.2015 as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)

This is to inform you that, the 05th Annual General Meeting of the Company was held on Thursday the 31st day of December 2015 at No.200-A, Madhavaram High Road, Madhavaram, Chennai – 600 060 at 04.00 P.M.

The result of voting in the prescribed format under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) is attached.

This is for your kind information and records. Kindly acknowledge the receipt.

Thanking you.
Yours Faithfully

For **RCL RETAIL LIMITED**

NITESH R LODIA
Director
DIN: 01748000

RCL RETAIL LIMITED

CIN: L52330TN2010PLC077507

Declaration Of Voting Results in accordance with Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting:	31.12.2015
Total No. of shareholders on record date:	269
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	12
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Agenda wise Disclosure

Resolution Required	To receive, consider and adopt the Audited Balance sheet as at 31.03.2015, the profit and loss account and cash flow Statement of the company for the period ending 31.03.2015 and the reports of the Directors and Auditors thereon. (Ordinary)
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	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 - on votes polled	% of votes against - on votes polled
Promoter and Promoter group	Evoting	2,949,700	24,700	0.84%	24,700	0	100.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Institutions	Evoting	-	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Non Institutions	Evoting	9,360,300	92,000	0.98%	92,000	0	100.00%	0.00%
	Poll		364000	0	364000	0	100.00%	0
	Postal Ballot		0	0.00%	0	0	0.00%	0
Total		12,310,000	480,700	3.90%	480,700	0	100.00%	0.00%

Resolution Required	To re-appoint Mr. Suresh Jain Rikhab Chand, Director who retires by rotation. (Ordinary)
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	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 - on votes polled	% of votes against - on votes polled
Promoter and Promoter group	Evoting	2,949,700	24,700	0.84%	24,700	0	100.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Institutions	Evoting	-	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Non Institutions	Evoting	9,360,300	92,000	0.98%	92,000	0	100.00%	0.00%
	Poll		364000	0	364000	0	100.00%	0
	Postal Ballot		0	0.00%	0	0	0.00%	0
Total		12,310,000	480,700	3.90%	480,700	0	100.00%	0.00%

Resolution Required	To ratify the appointment of M/s. Krishnan & Giri, Chartered Accountants (FRN: 0015125) as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration.(Ordinary)
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	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 - on votes polled	% of votes against - on votes polled
Promoter and Promoter group	Evoting	2,949,700	24,700	0.84%	24,700	0	100.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Institutions	Evoting	-	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Non Institutions	Evoting	9,360,300	92,000	0.98%	92,000	0	100.00%	0.00%
	Poll		364000	0	364000	0	100.00%	0
	Postal Ballot		0	0.00%	0	0	0.00%	0
Total		12,310,000	480,700	3.90%	480,700	0	100.00%	0.00%

Resolution Required	To appoint Mrs. Kushbhu as a Director of the Company (Ordinary).
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	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 - on votes polled	% of votes against - on votes polled
Promoter and Promoter group	E voting	2,949,700	24,700	0.84%	24,700	0	100.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Institutions	E voting	-	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Non Institutions	E voting	9,360,300	92,000	0.98%	92,000	0	100.00%	0.00%
	Poll		364000	0	364000	0	100.00%	0
	Postal Ballot		0	0.00%	0	0	0.00%	0
Total		12,310,000	480,700	3.90%	480,700	0	100.00%	0.00%

Resolution Required	To approve the related party transactions (Special).
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	Mode of Voting	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 - on votes polled	% of votes against - on votes polled
Promoter and Promoter group	E voting	2,949,700	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Institutions	E voting	-	0	0	0	0	0.00%	0.00%
	Poll		0	0	0	0	0.00%	0.00%
	Postal Ballot		0	0	0	0	0.00%	0.00%
Public - Non Institutions	E voting	9,360,300	20,000	0.21%	20,000	0	100.00%	0.00%
	Poll		364000	0	364000	0	100.00%	0
	Postal Ballot		0	0.00%	0	0	0.00%	0
Total		12,310,000	384,000	3.12%	384,000	0	100.00%	0.00%



To,

The Chairman

of the 05th Annual General Meeting of the shareholders of **M/s. RCL RETAIL LIMITED** held on 31.12.2015 at No.200-A, Madhavaram High Road, Madhavaram, Chennai 600 060.

Sub: Consolidated Scrutinizer Report on remote e-voting 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 and as amended from time to time and poll conducted at the 05th AGM of the Company on December 31, 2015.

The Board of Directors of the Company, at its meeting held on November 14, 2015, had appointed me as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between December 28, 2015 at 09.00 A.M to December 30, 2015 at 5.00 P.M and the poll was conducted on 05th AGM of the Company held on December 31, 2015.

The Company had appointed Central Depository Services (India) Limited (CSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Monday December 28, 2015 09:00 A.M till Wednesday December 30, 2015 5:00 P.M. The e-voting results were unblocked by me after the conclusion of voting at the Annual General Meeting on January 2, 2016, in the presence of two witnesses. For further details, refer my Scrutinizer's report dated January 2, 2016 attached herewith.

At the 05th AGM of the Company held on December 31, 2015, the Chairman of the Company had suo-moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details, refer my Scrutinizer's report dated January 2, 2016 attached herewith.

The result of the E-voting together with that of the Poll is as under:

J. M. P. T. E.

Item No.1 (Ordinary Resolution): To receive, consider and adopt the Audited Balance sheet as at 31.03.2015, the Profit and Loss Account and Cash Flow Statement for the Company for the period ended 31st March 2015 and the reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
14	480,700	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.2 (Ordinary Resolution): To re-appoint Mr. Suresh Jain Rikhab Chand (DIN: 02819801), Director who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
14	480,700	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

P. N. P. T.

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.3 (Ordinary Resolution): To ratify the appointment of M/s. Krishnan & Giri., Chartered Accountants (FRN: 001512S) as Statutory Auditors of the Company for the year 2015-16 and to fix their remuneration

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
14	480,700	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.4 (Ordinary Resolution): To appoint Mrs. Kushbhu as Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
14	480,700	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
0	0

Item No.5 (Special Resolution): To approve the related party transactions.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
10*	384,000	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy) and through e-voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

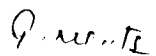
Total number of members whose votes were declared invalid (in person or by proxy) and through e-voting	Total number of votes cast by them
4	96,700

* The votes cast by the members who are interested in Item No.5 of the Notice convening Annual General Meeting were not considered.

As the votes cast in FAVOUR of the resolution is three times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: 02.01.2016


PANKAJ MEHTA
Partner (Scrutinizer)
M.No. A29407
C.P. No. 10598