

RCL RETAIL LIMITED

Regd off: SAPNA TRADE CENTRE, 10THFLOOR,
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Date: 24th September, 2021

SCRIP CODE: 534708
BSE COMPANY ID: 10260
BSE SME PLATFORM
ISIN CODE: INE892L01019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Central Depository Services (India) Limited
A-Tower, 8th Floor, 610, Anna Salai, Teynampet
Chennai - 600018

Dear Sirs,

**Sub: MINUTES OF THE ELEVENTH ANNUAL GENERAL MEETING OF RCL RETAIL LIMITED held on
Wednesday, 15th September, 2021**

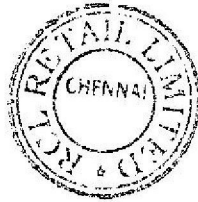
We wish to inform you that pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Minutes of the Eleventh Annual General Meeting of our Company held on Wednesday, 15th September, 2021 by Video Conference and other Audio Visual Means.

You are requested to kindly take the above information on your records.

Yours faithfully,
For RCL RETAIL LIMITED



K.R.RAMAKRISHNAN
COMPANY SECRETARY &
COMPLIANCE OFFICER



RCL RETAIL LIMITED

MINUTES OF THE ELEVENTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RCL RETAIL LIMITED HELD THROUGH VIDEO CONFERENCE (VC)/OTHER AUDIO VISUAL MEANS (OAVM) ON WEDNESDAY, 15TH SEPTEMBER, 2021 AT 11.00 A.M.

Present Through Video Conference / Other Audio Visual Means :

Mr. Ratanchand Lodha	Chairperson (Non Executive Director)
Mr. Mahipal Sanghvi	Whole-time Executive Director & Chief Financial officer
Mr. Navratan Mal Lunkar	Non Executive independent Director
Mr. Shripal Sanghvi	Chief Executive officer
Mr. K.R.Ramakrishnan	Company Secretary
Mr. Zameer Thurap	M/s. Venkat and Rangaa LLP statutory auditor
Mr. Pankaj Mehta	M/s. A.K.Jain & Associates, Scrutinizer

Eleven members present for the Quorum.
(3 from promoters and 8 from public)

1. The requisite quorum being present, Mr. Ratanchand Lodha, chaired the proceedings of the meeting.
2. The Company Secretary informed that in view of the restrictions due to the outbreak of COVID-19 and considering the physical distancing norms, the AGM was conducted through VC / OAVM in accordance with the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).
3. The Company Secretary briefly went through the business operations and financials and informed the Members that the Report of Board of Directors, the Audited Accounts for the financial year ended on 31st March, 2021 together with the Auditors report and the Notice convening the Eleventh AGM were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Audit Report, it was not required to be read. With respect to the qualifications contained in the Secretarial Audit Report, the Company Secretary informed that the Company has already complied with the provisions of the companies Act, 2013 and SEBI (LODR) Regulations, 2015 and it was also mentioned in the Director's report.

4. The Company Secretary informed that pursuant to the provisions of the Companies Act, 2013, the Rules framed there under, the Company had extended the remote e-voting facility to the members of the company in respect of the resolutions to be passed at the meeting. The company had tied up with Central Depository Services (India) Limited (CDSL) to provide the facility for voting through remote e-voting, e-voting during the AGM and participation in the AGM through VC/OAVM facility.
5. The remote e-voting commenced on Saturday, 11th September, 2021 at 10 A.M. and ended on Tuesday, 14th September, 2021 at 5.00 P.M.
6. The Company had appointed Mr. Pankaj Mehta, Practicing Company Secretary as the Scrutinizer for the purpose of Scrutinizing the process of remote e-voting held prior and also during the e-voting at the AGM.
7. The company Secretary said that no shareholders have registered themselves as speakers at the meeting and also no clarifications have been sought on the audited financial statements for the financial year ended on 31st March, 2021 by the members present during the Video conferencing.
8. For the benefit of the members present at the meeting, the Company Secretary provided a brief on the Resolutions before the meeting. After the Resolutions have been read, members who participated in the meeting were asked to seek clarifications if any on the business before the meeting. The resolutions were then put to vote as no members asked any questions or sought any clarification on the business of the meeting.
9. The Company Secretary announced that E-voting (Electronic Voting) shall be taken forthwith and requested Mr. Pankaj Mehta, Practising company Secretary, the scrutinizer for the orderly conduct of the voting.
10. The Company Secretary also announced that the e-voting results along with the consolidated scrutinizer's report will be informed to the BSE Limited and shall also be placed on the website of the company and CDSL. The meeting concluded after being open for 15 minutes for e-voting to be completed.

11. The meeting concluded at 11:25 A.M.

RESOLUTION NO: 1

ORDINARY BUSINESS: ORDINARY RESOLUTION:

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2021:

RESOLVED THAT the audited financial statements comprised of the Balance sheet, Profit & Loss Account and the Cash Flow Statement for the financial year ended on 31st March, 2021, the Report of the Board of Directors and of the Auditors thereon as circulated to the members and placed at the meeting be and are hereby received, considered, approved and adopted.

RESOLUTION NO: 2

ORDINARY BUSINESS: ORDINARY RESOLUTION:

APPOINTMENT OF MR. RATANCHAND LODHA, DIRECTOR RETIRING BY ROTATION:

RESOLVED THAT Mr. Ratanchand Lodha (DIN: 01534269), who retires by rotation at this meeting and being eligible, be and is hereby appointed as a Director of the company.

12. Declaration of Results of Remote E-voting and E-Voting at the Meeting:

All the above resolutions were declared passed with the requisite majority as per the results of the e-voting as under on the report of the scrutinizer dated 15th September, 2021. As per the provisions of the Companies Act, 2013 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs, the Company had provided the facility of remote e-voting to enable the Shareholders to cast their vote electronically on the Resolutions proposed in the Eleventh Annual General Meeting as aforesaid.

Mr. Pankaj Mehta, the Scrutinizer, after scrutiny of all electronic votes received upto the close of the remote e-voting period on 14th September, 2021 and also votes cast through e-voting facility during the AGM had submitted his report on 15th September, 2021 as under:

Srl No:	Subject matter of Resolutions passed	Votes cast in favour (100%)	Votes cast against % (0.00%)
1.	Adoption of Financial statements together with the reports of the Auditors and Directors thereon for the financial year ended on 31 st March, 2021 Votes cast in favour by promoters: 30,61,000 votes Votes cast in favour by public 4,71,991	35,32,991	nil
2.	Re-appointment of Mr. Ratanchand Lodha, as Director retiring by rotation. Votes cast in favour by promoters: 30,61,000 votes Votes cast in favour by public 4,71,991	35,32,991	Nil

Based on the Report of the scrutinizer, all the resolutions set out in the notice of the Eleventh Annual General Meeting have been duly approved by the shareholders with requisite majority. Entered in the Minutes Book on 23.09.2021.

Date: 23rd September, 2021
Place: Chennai


CHAIRMAN