



RTCL LIMITED

FIFTEENTH ANNUAL REPORT  
2008-2009



## RTCL LIMITED

<b>BOARD OF DIRECTORS:</b>	<b>Mr. Om Prakash Agrawal, Chairman</b> <b>Mr. Sri Prakash Agrawal, Director</b> <b>Mr. Brejesh Katiyar, Whole Time Director</b> <b>Mr. Shankar Lal Agrawal, Director</b> <b>Mr. Sailesh Kumar Gupta, Director</b>
<b>COMPANY SECRETARY</b>	<b>Mr. Ashish Tiwari</b>
<b>AUDITORS</b>	<b>KUMAR PIYUSH &amp; CO.</b> Chartered Accountants C-5, Lajpat Nagar, Phase-III, New Delhi - 110024
<b>BANKERS</b>	State Bank of India
<b>REGISTERED OFFICE:</b>	Mandhana Bithoor Road, Village Choudhaipur, Bithoor, Kanpur - 209 201
<b>CORPORATE OFFICE:</b>	6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi - 110 007
<b>HEAD OFFICE:</b>	Second Floor, SGM Plaza, 8/226, Arya Nagar, Kanpur
<b>SHARE TRANSFER AGENT:</b>	Abhipra Capital Lited, Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road, Azadpur, Delhi - 110 033

## CONTENTS

Notice	1
Directors' Report	2
Corporate Governance & Shareholder Information	6
Management Discussion and Analysis	14
Auditors' Report	17
Balance Sheet	20
Profit and Loss Account	21
Schedules forming Part of the Balance Sheet and Profit and Loss Account	22
Balance Sheet Abstract and Company's General Business Profile	36
Cash Flow Statement	38
Proxy form and Attendance Slip	39

### **NOTICE**

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of RTCL LIMITED will be held on Tuesday, the 29th September, 2009 at 11.00 A.M. at the Registered Office of the Company at Mandhana Bithoor Road, Village Choudharipur, Bithoor, Kanpur-209201 to transact the following business

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2009 and the Balance Sheet as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shankar Lal Agrawal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sailesh Kumar Gupta who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Kumar Piyush & Co., Chartered Accountants, retiring Auditors is eligible for re-appointment.

By Order of the Board

Place: Delhi  
Dated: June 30, 2009

**Ashish Tiwari**  
Company Secretary

#### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. M/s Abhipra Capital Limited, Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road, Azadpur, Delhi-110033 is the Registrar and Share Transfer Agent for physical shares of the Company. M/s Abhipra Capital Limited is also the depository interface of the Company with both NSDL and CDSL.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 15, 2009 to Tuesday, September 29, 2009 (both days inclusive).
4. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
5. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
6. As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members of the Company in respect of shares held by them. The Members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.

# FIFTEENTH ANNUAL REPORT – 2008-2009

## DIRECTORS' REPORT

To  
The Members of RTCL Limited

Your Directors have pleasure in presenting the Fifteenth Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2009.

### FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(Rupees in Lakhs)

PARTICULARS	Year ended – 2008-2009	Year ended –2007-2008
Sales and Other Income	173.31	487.65
Profit/(Loss) before Interest and Depreciation	82.06	89.25
Less: Finance Charges	(21.54)	(20.95)
Less: Depreciation	(29.33)	(33.11)
Profit/(Loss) for the Year	31.18	35.19
Add/(Less): Extraordinary Items	(4.49)	(6.10)
Less: Fringe Benefit Tax	(1.20)	(1.16)
Less: Provision for Income Tax	(8.95)	(7.48)
Less: Wealth Tax	(0.24)	(.18)
Add/(Less): Deferred Tax Assets/ (Liability)	.08	(13.57)
Net Profit/(Loss) for the Year	16.37	6.70
Add: Balance brought forward	51.87	45.17
Profit/(Loss) carried to the Balance Sheet	68.24	51.87

### OPERATIONS

During the year under review, the Gross Turnover of the Company decreased to Rs. 173.31 lacs as compared to Rs. 487.65 lacs in the previous year. However, the Company was able to earn profit of Rs. 16.37 lacs as against profit of Rs. 6.70 lacs in the previous year. The net profit of the company enhanced to Rs. 16.37 lacs in comparison to Rs. 6.70 lacs in the previous year registering a growth of 144.32%.

The Company will continue to be responsive to changes in market dynamics and consumer behavior and other key factors influencing the business, and will formulate its strategies accordingly.

### DIVIDEND

With a view to conserve resources for future needs of the Company, the Directors regret their inability to propose any dividend for the year under review.

### DIRECTORS

There was no change in the director during the year under review. In accordance with the requirements of the Companies Act, 1956 and the Articles of Association of the Company.

Mr. Shanker Lal Agrawal and Mr. Sailesh Kumar Gupta are liable to retire by rotation and are eligible for re-appointment.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2009, the applicable accounting standards had been followed and no material departure have been made from the same;
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (iii) That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That Directors have prepared the annual accounts for the financial year ended 31st March, 2009, on 'going concern' basis.

### DEMATERIALIZATION OF EQUITY SHARES

The Company's equity shares are available for trading in the Depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The International Security Identification Number (ISIN) allotted by NSDL and CDSL to RTCL Limited is INE754B01012 for the equity shares of your Company. The status of Equity Capital exists in Electronic Form and Physical Form as on March 31st, 2009 is as under:

Particulars	Nos. of Shares	Percentage
<i>Electronic Mode</i>		
NSDL	80,58,020	67.14%
CDSL	7,30,510	6.09%
	87,88,530	73.23%
<i>Physical Mode</i>	32,12,640	26.77%
Total:	1,20,01,170	100.00%

### CORPORATE GOVERNANCE

Your Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of Clause 49 of the Listing Agreement of the Stock Exchanges. Separate Reports on Corporate Governance and Management Discussion & Analysis are included in the Annual Report and Certificate dated June 30, 2009 from M/s Sushil Gupta & Associates, Company Secretaries, confirming the compliance of conditions of Corporate Governance is also annexed thereto.

### PARTICULARS OF EMPLOYEES

There was no employee in respect of whom information is required to be given pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended up-to-date.

### AUDITORS

M/s. Kumar Piyush & Co. Chartered Accountants, the Statutory Auditors, will retire at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

### AUDITORS REPORT

In respect of observation made by the Auditors in their Report, your Directors wish to state that the respective notes to the accounts are self-explanatory, and do not call for any further comments.

### INDUSTRIAL RELATIONS

During the year under review, your Company had cordial and harmonious industrial relations at all levels of the Organization.

## **FIFTEENTH ANNUAL REPORT – 2008-2009**

---

### **PUBLIC DEPOSITS**

During the year under review, your Company has not accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

### **SUBSIDIARY COMPANY**

There was no Subsidiary Company during the year under review.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

The information required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is attached hereto as Annexure-'A' and forms part of the Directors' Report.

### **ACKNOWLEDGEMENTS:**

The Directors acknowledge with gratitude, the co-operation and assistance received from the Government, Banks, Authorities and other Business Constituents. The Directors would also like to thank the employees, shareholders, customers and suppliers for their continuous support given by them to the Company and their confidence in the Management.

For and on behalf of the Board

Place: Delhi  
Date: June 30, 2009

(Om Prakash Agrawal)  
Director

(Brijesh Katiyar)  
Director

**ANNEXURE-A**

The information required under Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

**A. CONSERVATION OF ENERGY**

The Company's operations involve low energy consumption. There are no major areas where any energy conservation measure can be taken. However, efforts are being made to conserve and optimize the use of energy, wherever possible.

**B. FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH AND DEVELOPMENT:****Technology Absorption:**

The Company is in Trading and real estate Industry and therefore, specific technology absorption, adaptations and innovation will be taken care of/ implemented, wherever required.

**Research & Development:**

Sr. No.	Particulars	Status
1.	Specific areas in which Research and Development carried out by the Company.	NIL
2.	Benefit derived as a result of the above Research and Development.	NIL
3.	Future plan of action.	NIL
4.	Expenditure on Research and development.	NIL

**C. FOREIGN EXCHANGE EARNINGS & OUTGO:**

- (i) Total Foreign Exchange earned : NIL
- (ii) Total Foreign Exchange outgo : NIL

For and on behalf of the Board

Place: Delhi  
Date: June 30, 2009

(Om Prakash Agrawal)  
Director

(Brijesh Katlyar)  
Director

# FIFTEENTH ANNUAL REPORT – 2008-2009

## CORPORATE GOVERNANCE REPORT

### 1. The Company's Philosophy on Code of Corporate Governance

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. The Company believes that good Corporate Governance practices should be enshrined in all activities of the Company. This would ensure efficient conduct of the affairs of the Company and help the Company achieve its goal of maximizing value for all its stakeholders. The Company has a strong legacy of fair, transparent and ethical governance.

The Company recognizes that good Corporate Governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all the stakeholders.

### 2. Board of Directors

#### Composition as on March 31, 2009

The Board of Directors as on 31st March, 2009 consisted of 5 (Five) Directors out of whom 2 (Two) are Independent Directors. The Chairman of the Company is Non Executive Director. The composition of Board is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Name	Category	No. of Directorships held in other Public Limited Companies	No. of Board Committee position held in other Public Limited Companies	
			Chairman	Member
Mr. Om Prakash Agrawal	Non Executive, Director Promoter	2	1	-
Mr. Sri Prakash Agrawal	Non Executive, Director Promoter	2	-	1
Mr. Brejesh Katiyar	Executive, Whole Time Director	-	-	-
Mr. Shanker Lal Agrawal	Non-Executive Independent Director	-	-	-
Mr. Sailesh Kumar Gupta	Non-Executive Independent Director	1	-	-

### 3. Board Meetings

The Board held 15 (Fifteen) Meetings during the year 2008-2009 on 02.04.2008, 07.04.2008, 10.04.2008, 02.05.2008, 30.06.2008, 31.07.2008, 25.08.2008, 01.09.2008, 04.09.2008, 29.09.2008, 31.10.2008, 05.11.2008, 20.01.2009, 31.01.2009 and 28.03.2009.

#### Attendance of Directors at Board Meetings and at the Annual General Meeting

Name of the Director	No. of Board Meetings Attended	Whether Attended the Last AGM
Mr. Om Prakash Agrawal	10	Yes
Mr. Sri Prakash Agrawal	10	Yes
Mr. Brejesh Katiyar	10	Yes
Mr. Shanker Lal Agrawal	10	Yes
Mr. Sailesh Kumar Gupta	10	Yes

The Board ensures compliance of all laws applicable to the Company and takes steps to rectify non-compliances, if any.



#### 4. Committees of the Board

##### (i) Audit Committee

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956 and the guidelines set out in the Listing Agreements with the Stock Exchanges. The terms of the reference of the Audit Committee are as per the Guidelines set out in the Listing Agreement with the Stock Exchanges that inter-alia include the overview of the Company's financial reporting processes, review of quarterly, half-yearly and annual financial statements, review of adequacy of internal control systems, review of financial and risk management policies and review of significant finding and adequacy of internal control system etc.

##### Composition and Attendance

During the year 2008-2009, 5 (Five) Meetings of the Audit Committee were held on 10.04.2008, 30.06.2008, 31.07.2008, 31.10.2008 and 30.01.2009.

Name of the Member	Category	No. of Meetings Attended
Mr. Sailesh Kumar Gupta (Chairman)	Non-Executive Independent	5
Mr. Shanker Lal Agrawal	Non-Executive Independent	5
Mr. Sri Prakash Agrawal	Non-Executive Promoter	5

The Members of the Audit Committee have requisite knowledge in the field of Finance, Accounts and Management. Minutes of each Meeting of Audit Committee are placed and discussed before the Board of Directors.

The Chief Financial Officer and representative of Statutory Auditors attended the meetings of Audit Committee.

##### (ii) Remuneration Committee

The terms of reference of Remuneration Committee are as per the Guidelines set out in the Listing Agreement with the stock exchange(s), falling under the category of non-mandatory requirements of Corporate Governance that inter alia includes formulation and recommendation to the Board from time to time, a remuneration structure for the Whole-time Members of the Board.

##### Composition of Remuneration Committee

Name	Category
Mr. Shanker Lal Agrawal (Chairman)	Non-Executive, Independent
Mr. Sailesh Kumar Gupta	Non-Executive, Independent
Mr. Sri Prakash Agrawal	Non-Executive, Promoter

No meeting of the Remuneration Committee held during the Year 2008-09.

##### Remuneration Policy

The Remuneration Committee determines and recommends to the Board, the remuneration of the Directors and the same is subject to the approval of Members.

The key components of the Company's Remuneration policy are:

- Remuneration will be a major driver of performance.
- Remuneration will be transparent, fair and simple to administer.
- Remuneration is determined in accordance with experience and nature of responsibilities.
- Remuneration will be fully legal and tax compliant.

At present, the Company is not paying remuneration / sitting fees to its Non-Executive Directors. However, remunerating the Non Executive Directors by way of payment of sitting fee is under consideration. Non Executive Directors do not hold any shares and convertible instruments of the Company.

## FIFTEENTH ANNUAL REPORT – 2008-2009

The details of remuneration paid to the Whole-time Directors during the year from 01.04.2008 to 31.03.2009 are given below:

1. The salary paid to Mr. Brejesh Katiyar is Rs. 65,709/-\*\*

The detail of service contract of Whole-time Directors of the Company is as under:

Name	Date of appointment	Tenure	From	To
Mr. Brejesh Katiyar	30th September 2006	5 year	30th September, 2006	29th September, 2011

- Notice period as per Company's Rules.
- No severance fee and stock is payable to the Directors.

### (iii) Shareholders/Investors' Grievance Committee:

The terms of reference of Shareholders/Investors' Grievance Committee are as under:

- (a) Approval of requests received for transfer/transmission of shares including dematerialization/ rematerialization of securities.
- (b) Approval of requests received for issue of duplicate certificates.
- (c) Rejection of requests for share transfers, wherever applicable.
- (d) Redressal of serious complaints received from shareholders/investors on non-receipt of shares after transfer in the physical form, complaints on Non-receipt of Balance Sheet, dividend etc.

### Composition of Shareholders/ Investors' Grievance Committee

Name	Category
Mr. Sailesh Kumar Gupta (Chairman)	Non-Executive, Independent
Mr. Shanker Lal Agrawal	Non-Executive, Independent
Mr. Sri Prakash Agrawal	Non-Executive, Promoter

### Name and Designation of Compliance Officer:

Mr. Ashish Tiwari, Company Secretary was the Compliance Officer during the year under report.

### Shareholders/Investors' Grievance Committee Meetings

The Committee held 21 (Twenty One) Meetings during the year 2008-2009 on 15.04.2008, 30.04.2008, 15.05.2008, 31.05.2008, 16.06.2008, 01.07.2008, 15.07.2008, 31.07.2008, 13.09.2008, 30.09.2008, 15.10.2008, 31.10.2008, 15.11.2008, 01.12.2008, 15.12.2008, 31.12.2008, 15.01.2009, 31.01.2009, 16.02.2009, 28.02.2009, 16.03.2009.

### Details of Complaints received during the year:

Nature of Complaint	2008 – 2009		
	Received	Cleared	Pending
Non receipt of Share Certificate	1	1	-

### 5. (a) General Body Meetings:

The Last three Annual General Meetings were held as per the details given below:

YEAR	DATE	DAY/TIME	VENUE
2005-2006	29.09.2006	Friday, 11.00 A.M..	Mandhana Bithoor Road, Village Choudharipur, Bithoor, Kanpur
2006-2007	29.09.2007	Saturday, 11.00 A.M.	Mandhana Bithoor Road, Village Choudharipur, Bithoor, Kanpur
2007-2008	29.09.2008	Monday 11.00 A.M.	Mandhana Bithoor Road, Village Choudharipur, Bithoor, Kanpur



**(b) Special Resolution passed during last three Annual General Meetings**

No Special Resolution passed during last three Annual General Meetings.

**(c) Postal Ballot**

During the year ended 31st March, 2009, no resolution was passed by the Company's shareholders requiring voting by postal ballot. At the ensuing Annual General Meeting also, there is no resolution proposed to be passed through postal ballot.

**6. Disclosures**

**(a) Disclosure on materially significant related party transactions, pecuniary or business relationship with the Company**

There have been no materially significant related party transactions that may have potential conflict with the interests of the Company or its associates, with any of the directors or their relatives during the year 2008-09. However, a detailed disclosure on Related Party Transactions has been made at Sr. No. 15 in the Notes to Accounts appearing under Schedule 'L' (Significant Accounting Policies and Notes to Accounts) forming part of Balance Sheet.

**(b) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority on any matters related to Capital Market:**

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority, on any matter related to capital markets during the last 3 years.

**(c) Whistle Blower Policy:**

The Company has formulated a policy known as 'Whistle Blower Policy' to allow and encourage our employees to bring to the Management's Notice (Audit Committee) directly, without necessarily informing their superiors about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of the Company's policies including code of conduct, violation of law or questionable accounting or auditing matters by any employee/director in the Company without fear of reprisal.

The Company further undertakes that it has not denied any personnel access to the Audit Committee of the Company in respect of matters involving alleged misconduct/malpractice/unethical behavior and that it has provided protection to 'Whistle Blowers' from unfair termination and other unfair or prejudicial employment practices.

**(d) Details of compliance with the mandatory requirements and adoption of non-mandatory requirements of Clause 49:**

The Company has complied with the mandatory requirements and is in process of adopting non-mandatory requirements of Clause 49, wherever feasible.

**(e) Risk Management:**

The Executive Management controls risk through means of a properly defined framework.

**(f) Code of Conduct:**

The Board of Directors of your Company has laid down the Code of Conduct for all Board Members and Senior Management of the Company, which delineates the principles governing the conduct of employees including Directors, with all the stakeholders of the Company. The code covers transparency, legal compliances, concern of occupational health, safety and environment, a gender friendly work place and philosophy of leading by personal examples.

All Board Members and Senior Management of your Company ensure the compliances with these principles. The Board is responsible for ensuring that these principles are communicated to, understood and observed by all employees. Compliance of the code is subject to the review by the Board supported by the Audit Committee of the Board.

**(g) Disclosures regarding appointment or re-appointment of Directors**

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. Shanker Lal Agrawal and Mr. Sailesh Kumar Gupta, Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as Director of the Company.

## FIFTEENTH ANNUAL REPORT – 2008-2009

Mr. Shanker Lal Agrawal aged 49 years is a Graduate having wide experience of 25 years in the field of Finance, Accounts and over all administration. He does not hold directorship in or membership of any Committee of other Company.

Mr. Sailesh Kumar Gupta aged 66 years is a retired DGM of State Bank of India, having wide experience of 42 years in the field of Finance and over all administration. He does not hold directorship in or membership of any Committee of other Company.

### (h) CEO/CFO Certification

A certificate from the Chief Executive Officer and the Chief Financial Officer on the financial statements of the Company was placed before the Board.

### 7. Means of Communication

1.	Half-yearly Report sent to each Shareholder	No. The Company is publishing the results in National and Regional Newspapers
2.	Quarterly Results	Quarterly Results are announced within a month of the end of the respective quarter, which are normally published in The Pioneer (English) and Swatantra Bharat (Hindi)
3.	Any website, where displayed	No. However, results are being sent to all the Stock Exchanges, where the shares of the Company are listed for putting in their own website.
4.	Whether it also displays official news releases and the presentations made to Institutional Investors or to the Analysts	Not Applicable
5.	Whether Management Discussion & Analysis is a part of Annual Report	Yes
6.	Whether Shareholder Information section forms part of Annual Report	Yes

### 8. General Shareholder Information

#### (a) Date, Time and Venue of Annual General Meeting:

The Company will hold its Fifteenth Annual General Meeting on Tuesday, the 29th September, 2009 at 11.00 A.M at the Registered Office of the Company at Mandhana Bithoor Road, Village Choudharipur, Bithoor Kanpur – 209201.

#### (b) Financial Calendar (tentative and subject to change)

The Company expects to announce the unaudited quarterly results for the year 2009-2010, as per the following schedule:

Financial Reporting for the Quarter ending June 30, 2009	July, 2009
Quarterly Limited Review Report for the Quarter ended on June 30, 2009	August, 2009
Financial Reporting for the Quarter ending September, 2009 and Half-year Results	October, 2009
Quarterly Limited Review Report for the Quarter ended on September 30, 2009	November, 2009
Financial Reporting for the Quarter ending December 31, 2009	January, 2010
Quarterly Limited Review Report for the Quarter ended on December 31, 2009	February, 2010

The Audited Results of the Company for the year 2009-2010 will be announced on or before 30th June, 2010 which will include the results of the fourth quarter of the year 2009-2010.

#### (c) Date of Book Closure

The Company's Register of Members and Share Transfer Book will remain closed from Tuesday, the 15th September, 2009 to Tuesday, the 29th September, 2009 (both days inclusive).



**(d) Dividend Payment Date**

The Board of Directors has not recommended any dividend for the financial year 2008-2009.

**(e) Listing on Stock Exchanges**

The Equity shares of the Company as on March 31, 2009 were listed on The Stock Exchange, Mumbai and The Uttar Pradesh Stock Exchange Assn. Ltd., Kanpur. The Company confirms that it has paid Annual Listing Fees due to the Stock Exchanges for the year 2008-2009.

**(f) Stock Code**

The Stock Exchange, Mumbai : 531552  
The Uttar Pradesh Stock Exchange Assn. Ltd., Kanpur : Not Available

**(g) Stock Market Data**

Market Price Data- Monthly high/low of Company's Equity shares during the financial year 2007-2008 on the BSE along with performance in comparison to BSE Sensex is given as under:

MONTH	RTCL Limited on BSE		BSE Sensex	
	High (Rs.)	Low (Rs.)	High	Low
April, 2008	8.00	4.95	17480.74	15297.96
May, 2008	8.00	6.30	17735.70	16196.02
June, 2008	7.13	5.05	16632.72	13405.54
July, 2008	6.46	5.18	15130.09	2514.02
August, 2008	7.59	5.83	15579.78	14002.43
September, 2008	7.40	4.78	15107.01	12153.55
October, 2008	6.01	4.50	13203.86	7697.39
November, 2008	5.00	3.81	10945.41	8316.39
December, 2008	4.49	3.11	0188.54	8467.43
January, 2009	4.63	3.81	10469.72	8631.60
February, 2009	5.10	4.45	9724.87	8619.22
March, 2009	4.24	2.60	10127.09	8047.17

**(h) Registrar and Transfer Agents for shares held in Physical as well as Depository mode:**

Abhipra Capital Limited  
A-387, Dilkhush Industrial Area,  
G.T. Karnal Road, Azadpur,  
Delhi-110 033  
Ph: 011-42390807, 42390909  
Fax: 011-42390830  
E-mail: info@abhipra.com

**(i) Share Transfer System**

The Board has delegated the power of share transfer to Shareholders/Investors' Grievance Committee. The Committee holds meeting at regular interval to consider all matters concerning transfer and transmission of Shares.

**(j) Distribution and Shareholding Pattern**

Distribution of shareholding of Company as on March 31, 2009:

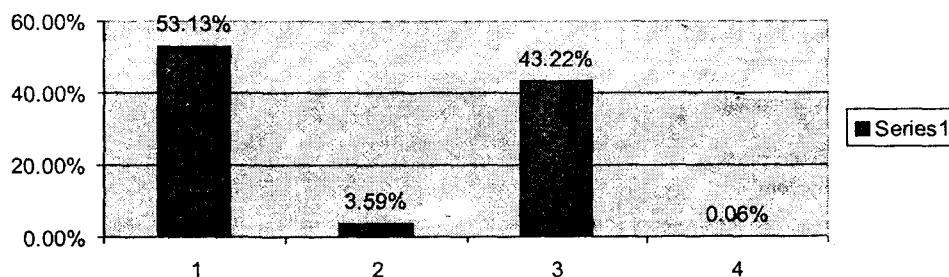
## FIFTEENTH ANNUAL REPORT – 2008-2009

Range of Equity Shares	No. of % to Shareholders Total		No. of Shares % to Total	
Up to 250	8164	77.29	8,85,970	7.38
251 - 500	941	8.91	3,90,448	3.25
501 - 1000	570	5.40	489,327	4.08
1001 - 2000	295	2.79	4,52,926	3.77
2001 - 3000	310	2.94	7,89,420	6.58
3001 - 4000	44	0.42	1,60,792	1.34
4001 - 5000	73	0.69	3,47,261	2.89
5001 - 10000	97	1.92	7,61,700	6.35
10001 and above	68	0.64	77,23,326	64.36
<b>Total</b>	<b>10676</b>	<b>100.00</b>	<b>1,20,01,170</b>	<b>100.00</b>

**Shareholding Pattern of the Company as on March 31, 2009:**

Category	Nos. of Shares held	Percentage of Holding
<b>A. Promoter and Promoter Group</b>		
1. Indian Promoters	63,75,760	53.13
2. Foreign Promoters	-	-
<b>Sub Total</b>	<b>63,75,760</b>	<b>53.13</b>
<b>B. Public Shareholding</b>		
<b>1. Institutional Investors</b>		
• Mutual Funds & UTI	-	-
• Banks, Financial Institutions, Insurance Companies	-	-
• Central Government/State Government(s)	-	-
• Foreign Institutional Investors	-	-
<b>2. Non-Institutional Investors</b>		
• Bodies Corporate	430324	3.59
• Individuals/ HUFs	5187575	43.22
• NRIs	7511	0.06
<b>Sub Total</b>	<b>56,25,410</b>	<b>46.87</b>
<b>Total</b>	<b>1,20,01,170</b>	<b>100.00</b>

**Shareholding Pattern as on March 31, 2009**

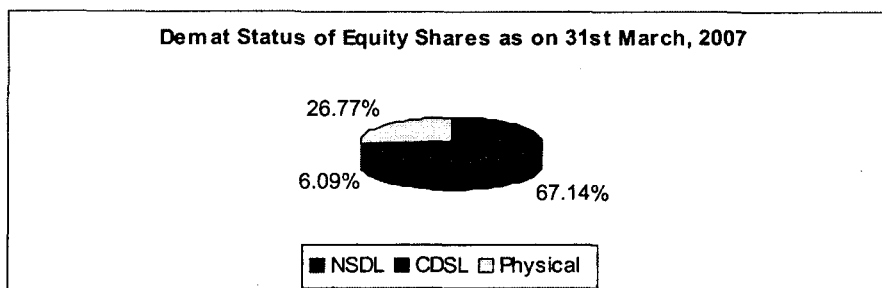


1. Indian Promoters 2. Bodies Corporate 3. Individual/HUFs 4. NRI



**(k) Dematerialization of Securities**

The Company's Shares are available for trading in the Depository System both at National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Internet Security Identification Number (ISIN) allotted by NSDL and CDSL to RTCL Limited is INE754B01012. Demat Status of Company as on March 31, 2009 is as under:



**(l) Liquidity of Shares**

The Equity shares of the Company are traded in B2 Group at the Bombay Stock Exchange. Its shares are also traded in Uttar Pradesh Stock Exchange, Kanpur.

**(m) Outstanding GDRs/ADRs/Warrants or any other Convertible Instrument**

Company has not issued any GDRs/ADRs/Warrants or any other convertible instruments or any issue (public issue, right issue, preferential issue etc.) which likely to have impact on Equity Share Capital of the Company.

**(n) Name and Designation of Compliance Officer:**

Mr. Ashish Tiwari, Company Secretary

**(o) Plant Location:**

The Company is running One Convenience Stores at Vikas Nagar, Kanpur besides Real Estate business.

**(p) Address for Correspondence**

The shareholders may address their communications/ suggestions/ grievances/ queries to:

Mr. Ashish Tiwari, Company Secretary  
RTCL Limited  
6926, Jaipuria Mills, Clock Tower,  
Subzi Mandi, Delhi – 110 007  
Phone: 011-23852583 Fax- 011-23852666  
Email: raghunathgroup1@indiatimes.com

# FIFTEENTH ANNUAL REPORT – 2008-2009

---

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

---

### Industry Structure and Development

#### **Real Estate**

Driven by positive growth in the economy, real estate industry in India is booming. The Company is in continuous process of making a vivacious presence for itself in real estate Industry and has undertaken Projects.

#### **Trading and Agency Business**

The Trading and Agency business has always remains an indispensable segment fostering the growth of each and every Industry. The Company is engaged in the agency business on commission basis for procuring various orders as well as commodities for the big manufacturers and traders and achieving good results from these business activities due to strong network in the northern and eastern part of the country. Apart from this, trading business also generates substantial revenue for the Company.

#### **Opportunities and Threats**

The organized retail sector is expected to grow stronger than GDP growth in the next five years driven by changing life styles, strong income growth and favorable demographic pattern. The annual growth of departmental stores has been estimated at faster pace, which is faster than overall retail; and super markets have taken an increased share of general food and grocery trade over the last two decades.

However, the players in the organised sector have to face big challenges as they have huge expenses to meet, and yet have to keep prices low enough to be able to compete with the traditional sector. High costs for the organised sector arises from: higher labour costs, social security to employees, high quality real estate, much bigger premises, comfort facilities such as air-conditioning, back-up power supply, taxes etc. Organised retailing also has to cope with the middle class psychology that the bigger and brighter a sales outlet is, the more expensive it will be.

#### **Segment wise Performance**

A detailed segment report is prepared and presented at Sr. No. 17 (b) in Notes to Accounts appearing under Schedule 'L' (Significant Accounting Policies and Notes to Accounts) forming part of the Balance Sheet.

#### **Out-Look**

The Company has projected a sizeable growth in the organized retail sector, which seems to be achievable in view of the better growth prospects for the retail industry. The primary focus will be centered on consolidating capabilities and building market standing. Over the time, it is the objective to gain a leadership in the organized retail industry.

#### **Risks and Concerns**

Today retailing is not officially recognized as an 'Industry'. This may affect financing prospects and hence a negative impact on the growth of the industry. Proposals are underway to open the sector for International Companies also. This will see a further segregation of the international retailing brands and the domestic retailers, thereby injecting much greater dynamism in the market. The big established enterprises in the organized retail sector having their business operations in metros are expanding their roots in the State of Uttar Pradesh as competitors.

#### **Internal Control System and their Adequacy:**

The Company has in place adequate internal control system covering all its operations in order to provide reasonable assurance with regard to information and maintenance of proper accounting records, the economy and efficiency of operations, safeguarding of assets against unauthorised use or losses, and the reliability of financial and operational information.

The Internal Control mechanism comprises a well-defined organization structure, pre-determined authority levels and clearly defined policy guidelines for appropriate delegation of authority.

#### **Financial Performance with respect to Operational Performance:**

The Financial performance of the Company has been given separately in the Directors' Report.





**Material Developments in Human Resources / Industrial Relations:**

The Company firmly believes that "People" and "People driven Strategies" are the pivotal force behind success of its growth. The HR philosophy is communicated to the employees through various group interactions with the Top Management. In order to ensure that its HR philosophy is translated into demonstrated action, the Company has sound, pro-active and progressive HR strategy and practices.

**Cautionary Statement:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic market in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

## **FIFTEENTH ANNUAL REPORT – 2008-2009**

---

### **ANNEXURE TO THE REPORT OF THE DIRECTORS**

#### **CERTIFICATE FROM PRACTICISING COMPANY SECRETARY REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To the Shareholders of RTCL Limited

We have examined the compliance of conditions of Corporate Governance by RTCL Limited, for the year ended on 31st March, 2009 as stipulated in Clause 49 of the Listing Agreement of the said Company entered into with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance stipulated in the above mentioned Listing Agreement.

We state that in respect of investors' grievance received during the year ended 31st March, 2009, no investors' grievances are pending against the Company for a period exceeding one month as per records maintained by the Company which are presented to the Shareholders/Investors' Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SUSHIL GUPTA & ASSOCIATES

Company Secretaries

Sd/-

Sushil Kumar Gupta

Proprietor

Membership No. 03151

Place: Kanpur

Date: June 30, 2009

**AUDITOR'S REPORT TO THE MEMBERS OF RTCL LIMITED****The Members of RTCL Limited**

1. We have audited the attached Balance Sheet of RTCL Limited as at March 31, 2009, also the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order 2004 (together the 'order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the company.
4. Further to our comments in the Annexure referred to above, we report that:
  - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
  - iii) The Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - iv) In our opinion, the Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt from this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - v) On the basis of written representations received from the directors, as on March 31, 2009 and taken on records by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view conformity with the accounting principles generally accepted in India:
    - (a) In the cases of the Balance Sheet, of the state of affairs of the company as at March 31, 2009;
    - (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
    - (c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

**For Kumar Piyush & Co.**  
**Chartered Accountants**

**VIRENDRA KUMAR GOEL**  
**Partner**  
**Membership Number: 83705**  
**Place: New Delhi**  
**Date: June 30, 2009**

## FIFTEENTH ANNUAL REPORT – 2008-2009

---

### ANNEXURE REFERRED TO IN PARAGRAPH 3 OF AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF RTCL LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2009

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) We have been informed that the fixed assets of the company are physically verified by the management according to a phased program designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off substantial part of fixed assets.
- (ii) (a) The inventory of the company has been physically verified during the year by the management, in our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company has not maintained proper stock records of inventory of Retail Business because of multiple categories of products. The quantities lying in stock at the time of physical verification are taken as closing stocks. Due to non-maintenance of proper records, physical stocks can not be compared with the book records and we are unable to determine the discrepancy, if any, on such physical verification.
- (iii) (a) The company had taken loan from two parties covered in the register maintained under section 301 of The Companies Act, 1956. The amount involved in the transactions was Rs. 15,82,500/-.
- (b) The company has not granted loan to parties, covered in the register maintained under section 301 of The Companies Act, 1956.
- (c) In our opinion, the rate of interest and other terms and conditions on which, loans have been granted or taken are not prima facie, prejudicial to the interest of the company.
- (d) During the year the company has not given loan which is outstanding at the end of the year. There is no overdue amount of loans given.
- (e) The company has been paying or receiving regularly the principal and interest amount as stipulated, wherever applicable.
- (iv) There is adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of The Companies Act, 1956 have been entered in the register required to be maintained under that section.
- (b) According to the information and explanations given to us, we are of the opinion that the transactions made in pursuance of such contracts of arrangements referred to in paragraph (v) (a) above have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the meaning of section 58A and 58AA of The Companies Act, 1956 and the rules framed there under.
- (vii) The company does not have internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government has not prescribed for the maintenance of cost records by the company under Section 209(1) (d) of The Companies Act, 1956 for any of its product.
- (ix) (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on management representations, undisputed statutory dues, if applicable, in respect of Provident Fund, Employees' State Insurance dues, Investor Education and Protection Fund, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues have generally been regularly deposited by the company during the year with the appropriate authorities.

- (b) As at March 31, 2009, according to the records of the company and the information and explanations given to us, the following is the particulars of dues in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, excise duty and Cess that have not been deposited on account of dispute:

Name of the statute	Nature of The Dues	Amount (Rupees in Lakh)	Period to which the amount relates	Forum where dispute pending
Income Tax Act, 1961	Income Tax	12.63 (Actual Demand was Rs. 21.63 Lakh and Rs. 9 Lakh has already been deposited.)	A. Y. 2002-2003	Appellate Authority-ITAT

- (x) The company does not have accumulated losses at the end of the financial year. The company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- (xi) According to the records of the company, it has not defaulted in repayment of its dues to any financial institution or bank or to debenture holders during the year.
- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, considering the nature of activities carried on by the company during the year, the provisions of any special statute applicable to Chit Fund/ Nidhi/ Mutual Benefit Fund/ Society are not applicable to it.
- (xiv) The company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities and other investments and timely entries have been made therein. All, securities have been held by company in its own name.
- (xv) According to the information and explanations given to us, the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) According to the information and explanation given to us, the company has not taken term loan, so this clause is not applicable to it.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment and no funds raised on long-term basis have been used for short-term investment.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of The Companies Act, 1956.
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any debentures and has not created any security in respect of debentures.
- (xx) According to the information and explanations given to us, during the year the company has not raised any money from the public issue.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For Kumar Piyush & Co.**  
**Chartered Accountants**

**VIRENDRA KUMAR GOEL**  
**Partner**  
**Membership Number: 83705**  
**Place: New Delhi**  
**Date: June 30, 2009**

# FIFTEENTH ANNUAL REPORT – 2008-2009

## BALANCE SHEET AS AT MARCH 31 2009

PARTICULARS	SCHEDULES	31.03.2009 Rupees	31.03.2008 Rupees
<b>I. SOURCES OF FUNDS</b>			
<b>(1) SHAREHOLDERS' FUNDS</b>			
(a) Share Capital	A	120,011,700.00	120,011,700.00
(b) Reserves and Surplus		6,824,590.78	5,187,073.92
<b>(2) LOAN FUNDS</b>	B		
(a) Secured Loans		8,690,200.17	14,172,980.17
(b) Unsecured Loans		5,692,724.00	4,017,946.00
<b>TOTAL</b>		<b>141,219,214.95</b>	<b>143,389,700.09</b>
<b>II. APPLICATION OF FUNDS</b>			
<b>(1) FIXED ASSETS</b>	C		
(a) Gross Block		71,048,808.18	70,734,733.18
(b) Less : Depreciation		38,504,233.70	35,570,489.70
(c) Net Block		<b>32,544,574.48</b>	<b>35,164,243.48</b>
<b>(2) INVESTMENTS</b>	D	55,519,066.56	51,612,066.56
<b>(3) CURRENT ASSETS LOANS AND ADVANCES</b>	E		
(a) Inventories		48,036,380.10	50,441,136.10
(b) Sundry Debtors		4,496,645.00	2,985,612.10
(c) Cash and Bank Balances		4,257,160.60	4,430,735.36
(d) Loans and Advances		14,992,332.55	23,786,029.58
(e) Deferred Tax Assets		28,530.00	20,857.00
		<b>71,811,048.25</b>	<b>81,664,370.14</b>
<b>LESS : CURRENT LIABILITIES AND PROVISIONS</b>			
(a) Current Liabilities	F	12,870,095.34	19,868,001.09
(b) Provisions		5,785,379.00	5,182,979.00
<b>NET CURRENT ASSETS</b>		53,155,573.91	56,613,390.05
<b>TOTAL</b>		<b>141,219,214.95</b>	<b>143,389,700.09</b>
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>	M		

Schedules referred to above form an integral part of the Balance Sheet.

As per our report of even date attached.

(Om Prakash Agrawal)  
Director

For Kumar Piyush & Co.  
Chartered Accountants

(Shankar Lal Agarwal)  
Director

VIRENDRA KUMAR GOEL  
Partner  
Membership Number : 83705  
Place: New Delhi  
Date : June 30, 2009

(Ashish Tiwari)  
Company Secretary


**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009**

PARTICULARS	SCHEDULES	31.03.2009 Rupees	31.03.2008 Rupees
<b>INCOME</b>			
Sales and Business Income	G	12,001,741.07	36,356,173.55
Other Income	H	5,330,168.24	12,409,079.11
Increase/(Decrease) in Inventory	I	(2,404,756.00)	(13,869,007.32)
<b>Total Income</b>		<b>14,927,153.31</b>	<b>34,896,245.34</b>
<b>EXPENDITURE</b>			
Purchase and Retailing Expenses	J	1,187,689.02	10,413,292.55
Purchase - Real Estate		347,099.00	8,782,767.80
Administrative and Selling Expenses	K	5,186,219.15	6,775,043.24
Financial Expenses		2,154,433.52	2,094,571.07
Depreciation	C	2,933,744.00	3,311,368.00
<b>Total Expenditure</b>		<b>11,809,184.69</b>	<b>31,377,042.66</b>
<b>PROFIT FOR THE YEAR</b>		<b>3,117,968.62</b>	<b>3,519,202.68</b>
Extra Ordinary Items	L	(69,605.00)	(9,535.28)
Security Transaction Tax		—	(566.58)
Income Tax For Earlier Year		(379,445.40)	(600,000.00)
Fringe Benefit Tax		(120,260.36)	(116,268.00)
Provision for Income Tax		(895,083.00)	(748,372.00)
Provision for Wealth Tax		(23,731.00)	(17,867.00)
Deferred Tax Assets		7,673.00	(1,356,788.00)
Profit/(Loss) Brought Forward		5,187,073.92	4,517,268.10
<b>BALANCE CARRIED FORWARD</b>		<b>6,824,590.78</b>	<b>5,187,073.92</b>
Weighted Average number of Equity Shares		12,001,170	12,001,170
Basic and Diluted Earning Per Share (Rs.)		0.14	0.06
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>	M		

Schedules referred to above form an integral part of the Balance Sheet.

As per our report of even date attached.

(Om Prakash Agrawal)  
Director

For Kumar Piyush & Co.  
Chartered Accountants

(Shanker Lal Agarwal)  
Director

VIRENDRA KUMAR GOEL  
Partner  
Membership Number : 83705  
Place: New Delhi  
Date : June 30, 2009

(Ashish Tiwari)  
Company Secretary

## FIFTEENTH ANNUAL REPORT – 2008-2009

### SCHEDULES TO BALANCE SHEET

PARTICULARS	As At 31.03.2009 Rupees	As At 31.03.2008 Rupees
<b>SCHEDULE - A</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
15,000,000 (15,000,000) Equity Share of Rs. 10/-	150,000,000.00	150,000,000.00
<b>ISSUED SUBSCRIBED AND PAID UP</b>		
12001170 (12001170) Equity Shares of Rs. 10/- each fully paid up	120,011,700.00	120,011,700.00
	<b>120,011,700.00</b>	<b>120,011,700.00</b>
<b>SCHEDULE - B</b>		
<b>LOANS FUNDS</b>		
<b>SECURED LOANS</b>		
Cash Credit Limit from State Bank of India Main Branch Kanpur against Hypothecation of Stocks and receivables and equitable mortgage of immovable property	6,164,348.61	10,173,925.61
Overdraft from State Bank of India Main Branch Kanpur against Security of FDRs	1,066,682.62	1,354,247.40
Loan against hypothecation of Vehicles From ICICI Bank Limited	1,459,168.94	2,644,807.16
	<b>8,690,200.17</b>	<b>14,172,980.17</b>
<b>UNSECURED LOANS</b>		
Raghunath Builders Private Limited	4,760,171.00	3,255,446.00
Raghunath International Limited	7,553.00	300,000.00
Mandakini Motels Private Limited	925,000.00	462,500.00
	<b>5,692,724.00</b>	<b>4,017,946.00</b>



# **SCHEDULE - C**

## **Fixed Assets**

Particulars	GROSS BLOCK			DEPRECIATION					NET BLOCK		Rate of Depreciation
	As At 01.04.2008 Rupees	Additions during the year Rupees	Sold during the year Rupees	As At 31.03.2009 Rupees	As At 01.04.2008 Rupees	For the year Rupees	Adjustment during year Rupees	As At 31.03.2009 Rupees	As At 31.03.2009 Rupees	As At 31.03.2008 Rupees	
Land and Site Development	2,318,396.20	-	-	2,318,396.20	-	-	-	-	2,318,396.20	2,318,396.20	-
Land for Retail Stores	4,615,883.60	-	-	4,615,883.60	-	-	-	-	4,615,883.60	4,615,883.60	0.00%
Office Building	1,806,207.18	-	-	1,806,207.18	1,027,959.14	77,825.00	-	1,105,784.14	700,423.04	778,248.04	10.00%
Factory Building	17,906,219.90	-	-	17,906,219.90	12,791,996.35	511,422.00	-	13,303,418.35	4,602,801.55	5,114,223.55	10.00%
Building of Retail Stores	15,343,508.04	-	-	15,343,508.04	6,716,824.00	862,668.00	-	7,579,492.00	7,764,016.04	8,626,684.04	10.00%
Electric Installation (Factory)	1,844,208.94	-	-	1,844,208.94	1,667,828.04	17,638.00	-	1,685,466.04	158,742.90	176,380.90	10.00%
Electric Installation (Retail Stores)	1,650,896.30	-	-	1,650,896.30	652,224.00	99,867.00	-	752,091.00	898,805.30	998,672.30	10.00%
Generator	1,540,280.00	-	-	1,540,280.00	441,719.00	-	-	441,719.00	1,098,561.00	1,098,561.00	15.00%
Furniture and Fixtures	1,535,236.15	-	-	1,535,236.15	838,564.27	69,667.00	-	908,231.27	627,004.88	696,671.88	10.00%
Lift	2,915,965.00	-	-	2,915,965.00	1,495,308.50	142,066.00	-	1,637,374.50	1,278,590.50	1,420,656.50	10.00%
Office Equipment	5,635,869.97	-	-	5,635,869.97	3,568,059.49	206,781.00	-	3,774,840.49	1,861,029.48	2,067,810.48	10.00%
Computers	2,766,320.25	-	-	2,766,320.25	2,720,394.95	32,535.00	-	2,752,929.95	13,390.30	45,925.30	60.00%
Vehicles	9,355,741.65	314,075.00	-	9,669,816.65	3,649,611.96	913,275.00	-	4,562,886.96	5,106,929.69	5,706,129.69	15.00%
Tenancy Rights	1,500,000.00	-	-	1,500,000.00	-	-	-	-	1,500,000.00	1,500,000.00	-
<b>Total</b>	<b>70,734,733.18</b>	<b>314,075.00</b>	<b>-</b>	<b>71,048,808.18</b>	<b>35,570,489.70</b>	<b>2,933,744.00</b>	<b>-</b>	<b>38,504,233.70</b>	<b>32,544,574.48</b>	<b>35,164,243.48</b>	
<b>Previous year</b>	<b>70,328,067.18</b>	<b>628,459.00</b>	<b>(221,793.00)</b>	<b>70,734,733.18</b>	<b>32,259,121.70</b>	<b>3,311,368.00</b>	<b>-</b>	<b>35,570,489.70</b>	<b>35,164,243.48</b>	<b>35,570,489.70</b>	

**Note:** According to the consistent accounting policy of charging depreciation on fixed assets, company has been charging depreciation at the rates and method specified in Income Tax Rules, 1962. Since the sales consideration of plant and machinery sold during the financial year 2004-2005 was greater than the combined written down value of plant and machinery and generator set, no depreciation has been charged on generator set.

**Note:** Being a Capital Asset depreciation is not charged over the Tenancy Right as per the decision on B C Srinivasa Shetty (SC).



**RTCL LIMITED**

# FIFTEENTH ANNUAL REPORT – 2008-2009

## SCHEDULES TO BALANCE SHEET

PARTICULARS	As At 31.03.2009 Rupees	As At 31.03.2008 Rupees
<b>SCHEDULE - D</b>		
<b>INVESTMENTS</b>		
<b>(Long Term, Trade, Fully Paid, Unquoted and valued at Cost)</b>		
7,146,000 (7,146,000) Equity Shares of Rs. 1/- each in Raghunath Builders Private Limited	7,146,000.00	7,146,000.00
5,807,800 (5,684,000) Equity Shares of Re. 1/- each in Sir Bio Tech India Limited	34,247,000.00	21,340,000.00
9,300,000 (9,300,000) Equity Shares of Rs.1/- each in P. J. Softwares Limited	9,300,000.00	9,300,000.00
1,360,000 (10,000) Shares in Mandakini Motels Private Limited (100% Subsidiary) (100 Shares are held in the name of the nominee)	4,600,000.00	13,600,000.00
<b>(Short Term, Non Trade, Fully Paid and valued at Lower of cost and fair value)</b>		
11,868.609 (19,655.953) Units of Prudential ICICI Equity & Derivative Fund (Cost Rs.199,508.00 (2006-2007 Rs. 200,982.12))	226,066.56	199,508.00
	<b>55,519,066.56</b>	<b>51,612,066.56</b>
Aggregate Book value of unquoted investments	55,519,066.56	51,612,066.56
<b>SCHEDULE - E</b>		
<b>CURRENT ASSETS, LOANS AND ADVANCES</b>		
<b>INVENTORIES</b>		
<b>(As valued and certified by the Management)</b>		
Trading Goods - Retailing	—	2,751,855.00
Land and Building	48,036,380.10	47,689,281.10
	<b>48,036,380.10</b>	<b>50,441,136.10</b>
<b>SUNDRY DEBTORS</b>		
<b>(Unsecured and Considered Good)</b>		
Outstanding for More than 6 Months	1,282,090.00	634,293.87
Outstanding for Less than 6 Months	3,214,555.00	2,351,318.23
	<b>4,496,645.00</b>	<b>2,985,612.10</b>
<b>CASH AND BANK BALANCES</b>		
Cash in Hand	149,719.64	646,353.01
<b>Balance with Scheduled Bank on :</b>		
Current Account	2,358,256.06	2,167,873.45
Public Issue Refund Payable Account	3,500.00	3,500.00
Fixed Deposits with Bank and Accrued Interest thereon	1,745,684.90	1,613,008.90
	<b>4,257,160.60</b>	<b>4,430,735.36</b>

**SCHEDULES TO BALANCE SHEET**

<b>PARTICULARS</b>	<b>As At 31.03.2009 Rupees</b>	<b>As At 31.03.2008 Rupees</b>
<b>LOANS AND ADVANCES</b>		
<i>(Unsecured and Considered Good)</i>		
Advances Recoverable in Cash or in Kind or for Value to be Received	55,430.00	26,294.00
Security Deposit	83,086.00	343,000.00
Stockinvest Recoverable	384,500.00	384,500.00
Advances to Body Corporates/Firms	540,000.00	540,000.00
Share Application Money	4,055,000.00	13,044,000.00
Advances to Suppliers for Goods	370.89	581.58
Advance for purchase of Land and Building	3,303,680.00	3,573,680.00
Advance to Parties for Construction Related Activities	650,000.00	813,054.00
Prepaid Expenses	11,352.00	75,747.00
Advance Tax including TDS	5,908,913.66	4,985,173.00
	<b>14,992,332.55</b>	<b>23,786,029.58</b>

(Maximum amount due from directors Rs. Nil (2007-2008 Rs. Nil))

**SCHEDULE - F**
**CURRENT LIABILITIES**

Sundry Creditors for Goods	2,012,792.96	2,645,913.43
Sundry Creditors For Construction	53,300.00	153,560.00
Sundry Creditors for Capital Goods	-	221,793.00
Sundry Creditors for Expenses	819,454.23	1,284,587.66
Advances from Customers (Real Estate)	7,700,000.00	12,900,000.00
Other Payable	1,050,000.00	-
Security Deposit from Tenants	1,068,963.85	2,407,260.00
Expenses Payable	165,584.30	254,887.00
	<b>12,870,095.34</b>	<b>19,868,001.09</b>

**PROVISIONS**

Income Tax for Assessment Year 2006-2007	-	1,001,051.00
Income Tax for Assessment Year 2007-2008	2,858,630.00	2,858,630.00
Income Tax for Assessment Year 2008-2009	748,372.00	748,372.00
Income Tax for Assessment Year 2009-2010	895,083.00	-
Wealth Tax for Assessment Year 2008-2009	-	17,867.00
Wealth Tax for Assessment Year 2009-2010	23,731.00	-
Fringe Benefit Tax (Assessment Year 2009-2010)	34,894.00	-
TDS Payable	130,277.00	174,875.00
Bonus	80,334.00	-
Gratuity	383,655.00	345,290.00
Employees Provident Fund	65,144.00	15,196.00
Employees State Insurance	16,581.00	3,881.00
VAT Input/Output (Receivable/Payable)	-	2,659.00
Service Tax Payable (2007-2008)	36,462.00	15,158.00
Service Tax Payable (2008-2009)	512,216.00	-
	<b>5,785,379.00</b>	<b>5,182,979.00</b>

# FIFTEENTH ANNUAL REPORT – 2008-2009

## SCHEDULES TO BALANCE SHEET

PARTICULARS	As At 31.03.2009 Rupees	As At 31.03.2008 Rupees
<b>SCHEDULE - G</b>		
<b>SALES AND BUSINESS INCOME</b>		
Sales from Retailing	3,378,741.07	21,171,173.55
Income from Display/Logo	–	90,000.00
Commission from Agency Business	8,623,000.00	–
Sale - Real Estate	–	14,995,000.00
Compensation Received	–	100,000.00
	<b>12,001,741.07</b>	<b>36,356,173.55</b>
<b>SCHEDULE - H</b>		
<b>OTHER INCOME</b>		
Interest received	147,979.00	150,007.51
[TDS - Rs. 13,240/- (Rs. 31,636.00)]		
Profit from Speculative Transactions (Commodities)	–	6,869,522.60
Dividend on Shares from Sir Bio Tech India Limited	–	568,400.00
Rent	4,919,481.00	4,726,265.00
Credit Balances Written Back	247,207.13	44,945.00
Miscellaneous Income	15,501.11	49,939.00
	<b>5,330,168.24</b>	<b>12,409,079.11</b>
<b>SCHEDULE - I</b>		
<b>INCREASE/(DECREASE) IN INVENTORY</b>		
Opening Stock:		
Trading Items	2,751,855.00	15,396,511.92
Land and Building	47,689,281.10	48,913,631.50
	<b>50,441,136.10</b>	<b>64,310,143.42</b>
Closing Stock:		
Trading Items	–	2,751,855.00
Land and Building	48,036,380.10	47,689,281.10
	<b>48,036,380.10</b>	<b>50,441,136.10</b>
<b>INCREASE/(DECREASE) IN INVENTORY</b>	<b>(2,404,756.00)</b>	<b>(13,869,007.32)</b>

**SCHEDULES TO BALANCE SHEET**

<b>PARTICULARS</b>	<b>As At 31.03.2009 Rupees</b>	<b>As At 31.03.2008 Rupees</b>
--------------------	--	--

**SCHEDULE - J****ADMINISTRATIVE AND SELLING EXPENSES**

Salary, Wages and Bonus	2,093,994.00	1,763,356.00
Contribution to Provident Fund	102,042.00	103,258.00
Contribution to Employees State Insurance Fund	35,719.00	36,125.00
Gratuity	38,365.00	69,522.00
Staff Welfare Expenses	46,562.00	90,115.85
Insurance	62,072.00	103,156.00
Rent	451,313.00	1,644,000.00
Rates and Taxes	219,239.00	280,445.00
Generator Running and Electricity Expenses	351,503.00	846,242.00
Legal and Professional Charges	263,052.00	177,149.00
Advertisement and Publicity	127,363.00	146,868.49
Postage and Telephone	505,570.87	514,649.65
Travelling and Conveyance	10,478.00	182,053.15
Printing, Stationery and Computer Maintenance	62,291.00	177,689.00
Packing Expenses	18,979.00	83,220.00
Auditors' Remuneration	224,720.00	162,360.00
Watch and Ward	2,472.00	105,240.00
Other Expenses	570,484.28	289,594.10
	<b>5,186,219.15</b>	<b>6,775,043.24</b>

**SCHEDULE - K****EXTRA ORDINARY ITEMS**

Profit (Loss) on Sale of Assets	—	(23,793.00)
Short Term Capital Gain	—	25,552.74
Prior Year Income	—	2,069.98
Prior Year Expenses	(69,605.00)	(13,365.00)
	<b>(69,605.00)</b>	<b>(9,535.28)</b>

# FIFTEENTH ANNUAL REPORT – 2008-2009

---

## SCHEDULE – L

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

#### A. SIGNIFICANT ACCOUNTING POLICIES

##### (a) Basis of Preparation

Financial statements are prepared under the historical cost convention in consonance and accordance with applicable accounting standards, accepted accounting principles and relevant presentational requirements of The Companies Act, 1956. Company follows accrual basis of accounting in accordance with the provisions of The companies Act, 1956.

##### (b) Fixed Assets

Fixed assets are recorded at cost. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Physical verification of the assets is carried out once in three years.

##### (c) Depreciation

Depreciation on Fixed Assets has been provided on written down method at rates and method as per Income-tax Rules, 1962. No depreciation is charged on fixed assets sold during the year.

##### (d) Investments

Current investments are valued at the lower of cost and fair value and long-term investments are stated at cost in accordance with Accounting Standard – 13 on "Accounting for Investments" issued by the Institute of Chartered Accountants of India. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

##### (e) Inventories

Inventory of Land and Building and trading goods is valued at lower of cost and net realizable value. Cost of Land and Building includes acquisition cost of land and cost of super structure built thereupon. Cost of trading goods includes acquisition cost, taxes, duties and freight. Cost is computed on FIFO basis of costing.

##### (f) Preliminary Expenses and Share Issue Expenses

Preliminary expenses and Share issue expenses are to be written off in ten years in equal installment from the year in which commercial production commences.

##### (g) Retirement Benefits

###### Gratuity

Provision of Gratuity is created for employees who have completed continuous five years' of services at the rate of 15 days salary for every completed year of service based on the salary drawn during the last month of the financial year.

###### Leave Encashment

Unused leave are paid to the employees at the end of year and are not accumulated.

###### Provident Fund

Company's contribution to provident fund is charged to profit and loss account.

##### (h) Impairment of Assets

If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flow.

##### (i) Accounting for Taxes on Income

Provision for current Income tax is made after taking in to consideration the benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax is recognized, on timing differences, being the difference between taxable and accounting income that originates in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized if there is virtual certainty that there will be sufficient future taxable income available to realize such losses.

Provisions for Fringe Benefit Tax (FBT) is made on the basis of applicable FBT rate on the applicable taxable value of eligible expenses of the company as prescribed under the Income Tax Act, 1961.

##### (j) Foreign Currency Transactions

###### Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying the exchange rate between the reporting currency and the foreign currency to the foreign currency amount at the date of the transaction.

**Conversion**

Foreign currency monetary items are reported using the closing rate. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are recognized in the profit and loss account.

**Exchange Difference**

Exchange difference arising on the settlement of monetary items at rate different from those at which they were initially recorded during the year, are recognized as income or as expense in the year in which they arise.

**(k) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

**Sale of Goods:**

Sales are recognized net of sales tax charged, and rebates/discounts allowed to customers.

**Sale of Services:**

Revenue from services is recognized on completion of services.

**Interest:**

Interest on fixed deposits is recognized on accrual basis on a time proportion basis taking in to account the amount outstanding and the rate applicable.

**Dividend:**

Revenue is recognized when the right to receive the income is established.

**Sale of Flats:**

Sale of flat purchased from other developers is recognized on execution of transfer deed in favour of the buyer.

**Real Estate Development Project:**

Revenue from each Real Estate Development Project is recognized:

- (i) On the basis of "Percentage Completion Method"
- (ii) The percentage completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs
- (iii) When the stage of completion of each project reaches a significant level, which is estimated to be at least 25% of the total estimated cost of project
- (iv) When no significant uncertainty exists regarding the amount of the consideration from sale, which is estimated on collection of at least 25% of sale consideration.

**Rent:**

Revenue is recognized on an accrual basis in accordance with the terms of the relevant agreement.

**(l) Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

**(J) Earnings per Share**

The basic earnings per share are computed by dividing the net profit or loss attributable the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earning per share comprises the weighted average number of shares considered for deriving basic earning per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential shares, unless the results would be anti dilutive.

**B NOTES ON ACCOUNTS**

- 1 Previous year's figures have been regrouped, recast, rearranged wherever necessary to conform to this year's classification. Figures in bracket represent figures pertaining to financial year 2007-2008 unless stated otherwise. Amounts are mentioned in Rupees.

## FIFTEENTH ANNUAL REPORT – 2008-2009

- 2 Public Issue Account of Rs. 3,500/- (2007-2008 Rs. 3,500/-) is subject to reconciliation and confirmation.
- 3 Company had given an advance of Rs. 289,930/- (2007-2008 Rs. 289,930/-) during the financial year 1999-2000 to 'Kanpur Nagar Mahapalika' for conversion of leasehold land into freehold land. However, the said effect has not yet been given effect to.
- 4 Creditors of Rs. 247,207.13 (2007-2008 - Rs. 44,945/-) have been written back during the year as not payable.
- 5 As per the information available with the Company, there are no creditors operating in Small Scale Industry owing sum exceeding Rs. 100,000/-, which is outstanding for more than 30 days.
- 6 Details of movements in Investments:

Name of the Company	Number of Units/ Shares purchased/ (Sold)
<b>Trade investment:</b>	
Sir Bio tech India Limited – Equity Shares	12,907,000 2007-2008 - 123,800
Mandakini Motels Private Limited	(900,000) 2007-2008– 1,350,000

- 7 Confirmation from Debtors, Creditors and advances to and from various parties were not received and their balances are shown as appearing in the accounts.
- 8 In the opinion of the management, the current assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the balance sheet.
- 9 During the financial year 2007-2008, a sum of Rs. 1,050,000/- received from Nine Square Developers Private Limited, due to inadvertence, was credited to Nine Square Farm House Private Limited. The necessary entry has been passed during the current financial year to rectify the same.
- 10 During the year, there were no expenditure and/ or earnings in foreign exchange.
- 11 During the year, the company has paid penalty of Rs. 27,500/- under The Food Adulteration Act, 1954 which is an integral part of the nature of the business of the Company and Rs. 5,000/- under The Finance Act 1994 on account of late filing of return of Service Tax.
- 12 Earning per Share:

Particulars	2008-2009	2007-2008
Profit After Tax (attributable to equity shares)	1,62,028	669,806
Weighted Average Number of Equity Shares	12,001,170	12,001,170
Nominal Value of Each Equity Share	10	10
Basic and Diluted Earning Per Share	0.14	0.06

- 13 The Profit and Loss Account includes payments and provision of remuneration on account of whole time Directors.

Particulars	2008-2009	2007-2008
Salary	65,709	65,502

For the year ended March 31, 2009 no commission has been paid hence, computation of profit under section 349 of the Companies Act, 1956 is not given.

- 14 **Remuneration to Auditors:**

Description	2008-2009	2007-2008
Audit Fees	100,000	85,000
Tax Audit Fees	30,000	25,000
Income Tax Matter	50,000	25,000
Other Matters	20,000	9,500
Service Tax	24,720	17,860
<b>Total</b>	<b>224,720</b>	<b>162,360</b>



## 15. Related Party Disclosures:

a) *Following are related parties:*

(a)	Key Management Personnel	Mr. Om Prakash Agrawal, Director Mr. Sri Prakash Agrawal, Director Mr. Brajesh Katiyar, Director
(b)	Individuals and their relatives having significant influence over the company	Mr. Om Prakash Agrawal, Director Mr. Sri Prakash Agrawal, Director Mr. Jai Prakash Agarwal (Brother of Director) Mrs. Alka Dalmia (Wife of Director) Mr. Yuvraj Dalmia (Son of Director) Mr. Pulkit Dalmia (Son of Director)
(c)	Enterprises that control or are controlled by the company, its directors and persons having significant influence over the company	P. J. Softwares Limited Raghunath Builders Private Limited Sir Bio Tech India Limited Raghunath Holdings and Finlease Limited Eternity Township Private Limited RPA Buildestate Private Limited Sunflower Durabuild Private Limited New Wave Dwellers Private Limited Everbright Infradevelopers Private Limited Mandakini Motels Private Limited

b) *Related party transactions:*

Transactions	Key Management Personnel		Individual and their relatives having significant influence over the company		Enterprises that control or are controlled by the company, its directors and persons having significant influence over the company	
	2008-2009	2007-2008	2008-2009	2007-2008	2008-2009	2007-2008
Loan Given	-	-	-	-	1,955,000	11,125,000
Repayment of Loan	-	-	-	-	1,955,000	7,622,500
Expenses	65,709	1,009,226	360,000	831,912	-	39,000
Loan Taken	-	-	-	-	24,000	462,500
Investment Made	-	-	-	-	120,000	25,980,000
Advance Received Back	-	-	-	-	1,582,500	-
Share Application Money	-	-	-	-	3,918,000	13,044,000
Rent Received	-	-	-	-	497,444	120,000
Interest Received	-	-	-	-	-	-
Interest Paid	-	-	-	-	12,907,000	327,057
Sale of Assets	-	-	-	-	9,000,000	13,500,000

## FIFTEENTH ANNUAL REPORT – 2008-2009

c) *Balance outstanding at the end of the year:*

Name of Related Party	Amount Outstanding (Rupees)	
	2008-2009	2007-2008
<b>Liabilities:</b>		
Loan Taken	5,187,724	3,465,000
Expenses Payable	1,219,832	1,320,416
<b>Assets:</b>		
Investment in Shares	55,293,000	51,386,000
Share Application Money	3,855,000	13,044,000
Amount Receivable	8,530	134,832
Loan Given	500,000	500,000

d) During the year, no amount receivable/payable from/to related parties has been written off/written back.

14. Information pursuant to the provisions of paragraphs 3, 4C, 4D of part II of Schedule VI of the Companies Act, 1956:

- (a) Nature of business of the company is such that Clause 3 (ii) (a), 4C and 4D of Part II of Schedule VI are not applicable to the company.
- (b) Due to multiple items under multiple categories of products of Retail Business, it is not possible for the company to maintain stock records. Accordingly, quantity of purchases and closing stocks is not ascertainable and cannot be furnished. Value of closing stock has been compiled on the basis of physical verification and is as follows:

Description	2008-2009 Amount	2007-2008 Amount
Staples	–	426,312
Processed Food	–	168,367
Life Style Products	–	938,585
Beverages	–	93,932
Cleaning Aids	–	169,852
Health and Beauty	–	869,577
Perishables	–	49,748
General Merchandising	–	35,482
<b>Total</b>	–	<b>2,751,855</b>

- (c) Particulars in respect of Opening Stock, Purchases, Sales and Closing Stock of Land and commercial/residential units:

Description	Unit	2008-2009		2007-2008	
		Area	Amount	Area	Amount
Opening Stock:					
Land at Bagdaudhi	Hectare	0.318	331,680	0.318	331,680
Land at Prem Tehshil-Billauhar	Hectare	0.610	355,050	0.610	355,050
Land at Lathewali Kothi,Kanpur	Square Meters	524.330	2,847,000	524.330	2,847,000
Flat 4 BR at Aloha	No(s.)	1	6,630,360	1	6,630,360
Land & Building at Swaroop Nagar	Square Meters	728.910	7,429,572	2,443.750	8,589,695
Work-in-Progress - Swaroop Nagar		-	-	-	6,621,550
Land at Lucknow	Square Feet	98,015.920	16,598,805	98,015.920	16,598,805
Work-in-Progress – Lucknow		-	6,812,464	-	2,705,702
Land at Goa	Square Meters	12,944.000	6,172,645	10,379.000	4,160,170
Work-in-Progress – Goa		-	511,705	-	73,620
Total			47,689,281		47,689,281
Purchases:					
Land at Swaroop Nagar, Kanpur	Square Meters	-	-	-	-
Work-in-Progress - Swaroop Nagar		-	-	-	2,225,446
Land at Lucknow	Square Feet	-	-	-	-
Work-in-Progress – Lucknow		-	347,099	-	4,106,762
Land at Goa	Square Meters	-	-	2,565.000	2,012,475
Work-in-Progress – Goa		-	-	-	438,085
Total			347,099		8,782,768
Sales:					
Land & Building at Swaroop Nagar	Square Meters	-	-	-	14,995,000
Total			-	-	14,995,000
Closing Stock:					
Land at Bagdaudhi	Hectare	0.318	331,680	0.318	331,680
Land at Prem Tehshil-Billauhar	Hectare	0.610	355,050	0.610	355,050
Land at Lathewali Kothi, Kanpur	Square Meters	524.330	2,847,000	524.330	2,847,000
Flat 4 BR at Aloha	No(s.)	1	6,630,360	1	6,630,360
Land & Building at Swaroop Nagar	Square Meters	728.910	7,429,572	728.910	7,429,572
Work-in-Progress - Swaroop Nagar		-	-	-	-
Land at Lucknow	Square Feet	98,015.920	16,598,805	98,015.920	16,598,805
Work-in-Progress – Lucknow		-	7,159,563	-	6,812,464
Land at Goa	Square Meters	12,944.000	6,172,645	12,944.000	6,172,645
Work-in-Progress – Goa		-	511,705	-	511,705
Total			48,036,380		47,689,281

## FIFTEENTH ANNUAL REPORT – 2008-2009

15. (a) Pursuant To Accounting Standard - 17 on "Segment Reporting" issued by the Institute of Chartered Accountants of India, Retailing, Agency and Real Estate are considered three business segments whereas other remaining activities are considered as un-allocable segment.

15. (b) **Segment Reporting**

Particulars	Trading/Agency		Departmental Store		Real Estate Developers		Unallocable		Total	
	2008-2009	2007-2008	2008-2009	2007-2008	2008-2009	2007-2008	2008-2009	2007-2008	2008-2009	2007-2008
Sales/Receipts	8,623,000	-	3,378,741	21,261,174	4,919,481	19,821,265	410,687	7,682,814	17,331,909	48,765,253
Less: Inter Segment Revenue	-	-	-	-	-	-	-	-	-	-
<b>Total Revenue</b>	<b>8,623,000</b>	<b>-</b>	<b>3,378,741</b>	<b>21,261,174</b>	<b>4,919,481</b>	<b>19,821,265</b>	<b>410,687</b>	<b>7,682,814</b>	<b>17,331,909</b>	<b>48,765,253</b>
Segment Results Before Interest,										
Extraordinary Items and Tax	8,623,000	-	(1,665,404)	(3,024,112)	4,919,481	9,814,147	(6,604,675)	(1,176,561)	5,272,402	5,613,474
Less: Interest	-	-	-	-	-	-	(2,154,434)	(2,094,571)	(2,154,434)	(2,094,571)
<b>Profit/(Loss) Before Extraordinary Items and Tax</b>	<b>8,623,000</b>	<b>-</b>	<b>(1,665,404)</b>	<b>(3,024,112)</b>	<b>4,919,481</b>	<b>9,814,147</b>	<b>(8,759,108)</b>	<b>(3,271,132)</b>	<b>3,117,969</b>	<b>3,518,903</b>
Extra Ordinary Items	-	-	-	-	-	-	(69,605)	(9,535)	(69,605)	(9,535)
<b>Profit Before Tax</b>	<b>8,623,000</b>	<b>-</b>	<b>(1,665,404)</b>	<b>(3,024,112)</b>	<b>4,919,481</b>	<b>9,814,147</b>	<b>(8,828,713)</b>	<b>(3,280,667)</b>	<b>3,048,364</b>	<b>3,509,367</b>
Current Tax	-	-	-	-	-	-	(1,418,520)	(1,483,074)	(1,418,520)	(1,483,074)
Deferred Tax	-	-	-	-	-	-	7,673	(1,356,788)	7,673	(1,356,788)
<b>Profit After Tax</b>	<b>8,623,000</b>	<b>-</b>	<b>(1,665,404)</b>	<b>(3,024,112)</b>	<b>4,919,481</b>	<b>9,814,147</b>	<b>(10,239,560)</b>	<b>(6,120,529)</b>	<b>1,637,517</b>	<b>669,506</b>
Segment Assets	2,698,066	137,523	16,356,245	21,262,423	51,990,060	52,076,015	88,801,788	94,943,863	159,846,159	168,419,823
Segment Liabilities	-	-	2,012,793	2,645,913	8,822,264	15,460,820	22,203,342	25,135,173	33,038,399	43,241,906
Total Cost to Acquire the Segment Assets	-	-	-	117,490	-	-	314,075	289,176	314,075	406,666
Segment Depreciation	-	-	1,104,601	1,227,336	-	-	1,829,143	2,084,332	2,933,744	3,311,668
Non Cash Expenses Other Than Depreciation	-	-	-	-	-	-	5,785,379	5,182,979	5,785,379	5,182,979

- (c) Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segment. The expenses, which are not directly relatable to the business segment, are shown as unallocated cost. Assets and Liabilities, which cannot be allocated between the segments, are shown as unallocated assets and liabilities respectively.

16. **Deferred Taxation**

*Computation of deferred tax assets/liabilities:*

Particulars	2008-2009	2007-2008
Balance as at the beginning of the year	20,857	1,377,645
Less: Deferred Tax Assets adjusted	-	(1,377,645)
Add: Provision of Gratuity of Rs. 38,365/- ( 2007-2008 Rs. 69,522/-) at the rate of 30%	7,673	20,857
Balance as at the close of the year	28,530	20,857

- 17 In the opinion of the management, the current assets, loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the balance sheet.



- 18 Balance Sheet Abstract and Company's General Business Profile (in terms of amendment to Part IV of Schedule VI to the Companies Act, 1956) is annexed herewith.
- 19 Contingent liabilities not provided for in respect of:  
The Hon'ble Income Tax Appellate Tribunal, New Delhi has decided the appeal in favour of the company vide its order No. ITA No. 1917/Del of 2007 dated August 29, 2008 thereby canceling the demand of Rs. 21.63 Lakh for the assessment year 2002-2003. Therefore, the tax deposited by the company against this demand to the extent of Rs. 9, 00,000/- has become due for refund alongwith necessary interest thereon. However, the Income Tax Department has preferred an appeal against the said order before Hon'ble Delhi High Court for which the proceedings are yet to begin.
- 20 Schedules 'A' to 'L' form an integral part of the Balance Sheet and Profit and Loss Account has been duly authenticated.

**As per our report of even date attached**

**For Kumar Plyush & Co.**  
**Chartered Accountants**

**(Om Prakash Agrawal)**  
**Director**

**VIRENDRA KUMAR GOEL**  
**Partner**  
**Membership Number: 83705**

**(Shanker Lal Agrawal)**  
**Director**

**Place: New Delhi,**  
**Date: June 30, 2009**

**(Ashish Tiwari)**  
**(Company Secretary)**

# FIFTEENTH ANNUAL REPORT – 2008-2009

## INFORMATION PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT 1956

### BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

<b>I. Registration Details:</b>	
Registration No.	20-16225
State Code	20
Balance Sheet Date	31.03.2009
<b>II. Capital raised during the year (Amount in Rs. Thousand)</b>	
Public Issue	-
Right Issue	-
Bonus Issue	-
Private Placement	-
<b>III. Position of mobilization and deployment of funds:</b>	
Total Liabilities	141,219.21
Total Assets	141,219.21
<i>Source of Funds</i>	
Paid-up Capital	120,011.70
Reserves and Surplus	6,824.59
Secured Loans	8,690.20
Unsecured Loans	5,692.72
<i>Application of Funds:</i>	
Net Fixed Assets	32,544.57
Investments	55,519.07
Net Current Assets	53,155.57
Miscellaneous Expenditure	-
Accumulated Losses	-
<b>IV. Performance of the Company: (Amount in Rs. Thousand)</b>	
Turnover	12,001.74
Total Expenditure	8,953.38
Profit/Loss Before Tax	3,048.36
Profit/Loss After Tax	1,637.52
Earnings per shares in Rs.	0.14
Dividend Rate %	-
<b>V. Generic Names of three principal products of the Company :</b>	
Items Code No. (ITC Code)	24.02
Product Description	Retailing
Items Code No. (ITC Code)	Not Applicable
Product Description	Real Estate
<b>For and on behalf of the Board</b>	
<div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 30%;"> <b>(Om Prakash Agarwal)</b>  Director </div> <div style="width: 30%;"> <b>(Shanker Lal Agrawal)</b>  Director </div> <div style="width: 30%;"> <b>(Ashish Tiwari)</b>  Company Secretary </div> </div>	
Place: New Delhi Date: June 30, 2009	



**RTCL LIMITED**

---

**AUDITORS' CERTIFICATE**

We have examined the above cash flow statement of RTCL Limited for the year ended March 31, 2009 and March 31, 2008. The Statement has been prepared by the Company in accordance with the requirement of listing agreement Clause 32 with Stock Exchanges and is based on and in agreement with corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

**For Kumar Plyush & Co.  
Chartered Accountants**

**VIRENDRA KUMAR GOEL  
Partner  
Membership Number: 83705  
Place: New Delhi  
Date: June 30, 2009**

# FIFTEENTH ANNUAL REPORT – 2008-2009

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

Sl. No.	PARTICULARS	31.03.2009 Rupees	31.03.2009 Rupees
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	<i>Net Profit Before Tax and Extraordinary Items</i>	<b>3,117,968.62</b>	<b>3,519,202.68</b>
	<b>Adjustments for :</b>		
	Depreciation	2,933,744.00	3,311,368.00
	Preliminary, Deferred and Issue Expenses Written Off	–	–
	Deferred Tax Provision	(7,673.00)	1,356,788.00
	Interest and Other Income	(5,330,168.24)	(12,409,079.11)
	Interest Paid	2,154,433.52	2,094,571.07
	Prior Period Expenditure net of income	(69,605.00)	14,257.72
	<b>Operating Profit Before Working Capital Changes</b>	<b>2,798,699.90</b>	<b>(2,112,891.64)</b>
	<b>Adjustments for:</b>		
	Trade and Other Receivables	(7,282,664.13)	2,388,083.43
	Inventories	(2,404,756.00)	(13,869,007.32)
	Trade Payments	(6,395,505.75)	1,120,467.65
	<b>Cash Generated from Operations</b>	<b>6,090,614.28</b>	<b>10,488,499.90</b>
	Interest Paid	(2,154,433.52)	(2,094,571.07)
	Direct Taxes Paid	(1,410,846.76)	(2,839,861.58)
	<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>2,525,334.00</b>	<b>5,554,067.25</b>
	Net Cash from Operating Activities	2,525,334.00	5,554,067.25
	<b>CASH FROM INVESTING ACTIVITIES</b>		
<b>B.</b>	<b>Purchase of Fixed Assets</b>	<b>314,075.00</b>	<b>628,459.00</b>
	Sales of Fixed Assets	–	(198,000.00)
	Purchase of Investments	3,907,000.00	25,906,558.56
	Interest and Other Income	(5,330,168.24)	(12,409,079.11)
	<b>Net Cash from Investing Activities</b>	<b>(1,109,093.24)</b>	<b>13,927,938.45</b>
	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>C.</b>	<b>Proceeds from Issue of Share Capital</b>	<b>–</b>	<b>–</b>
	Proceeds from Long Term Borrowings	(5,482,780.00)	918,542.42
	Proceeds from Other Borrowings	1,674,778.00	4,017,946.00
	Public Issue and Other Expenses	–	–
	<b>Net Cash from Financing Activities</b>	<b>(3,808,002.00)</b>	<b>4,936,488.42</b>
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(173,574.76)</b>	<b>(3,437,382.78)</b>
<b>D.</b>	<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>4,430,735.36</b>	<b>7,868,118.14</b>
	<b>Cash and Cash Equivalents at the end of the year</b>	<b>4,257,160.60</b>	<b>4,430,735.36</b>

As per our report of even date attached.

For Kumar Piyush & Co.  
Chartered Accountants

(Om Prakash Agrawal)  
Director

VIRENDRA KUMAR GOEL  
Partner  
Membership Number : 83705

(Shanker Lal Agrawal)  
Director

Place : New Delhi  
Date : June 30, 2009

(Ashish Tiwari)  
Company Secretary





**RTCL LIMITED**

**RTCL LIMITED**

Regd. Office: Mandhana Bithoor Road, Village-Chaudharipur, P.O.-Bithoor, Kanpur - 209201

**PROXY FORM**

DP Id.\*

No. of Shares

Client Id.\*

Master Folio No.

I/We.....of.....  
 .....being a Member/Members of the above named Company hereby appoint.....  
 of.....or failing him/her Shri.....  
 of.....as my/our Proxy to attend and vote for me/us on my/our  
 behalf at the Fifteenth Annual General Meeting of the Members of the Company to be held on Tuesday, the 29th September, 2009  
 at its Registered Office at Mandhana Bithoor Road, Village-Chaudharipur, Bithoor, Kanpur-209 201 at 11 :00 A.M. and any adjourn-  
 ment thereof.

AS WITNESS my/our hand(s) this.....day of.....2009.

Signature.....

Affix  
Revenue  
Stamp

\*Applicable for Investors holding shares in electronic form.

**Note:** The proxy must be deposited at the Registered Office of the company not less than 48 hours before the time fixed for holding the meeting.

.....(Cut Here) .....

**RTCL LIMITED**

Regd. Office: Mandhana Bithoor Road, Village- Chaudharipur, P.O.- Bithoor, Kanpur - 209-201

**ATTENDANCE SLIP**

DP Id.\*

No. of Shares

Client Id.\*

Master Folio No.

I/We hereby record my/our presence at the Fifteenth Annual General Meeting of the members of the Company held on Tues-  
 day, the 29th September, 2009 at its Registered Office at Mandhana Bithoor Road, Village-Chaudharipur, P.O.-Bithoor, Kanpur -  
 209 201 at 11 :00 A.M.

Full Name(s) of Member(s) .....

Full name of attending member/proxy.....

.....\*Applicable for Investors holding shares in  
 electronic form.

Signature of Member/Proxy  
 (To be done at the Entry Point)

**NOTE:** Please fill in block letters, except signature. Please bring your copy of the Annual Report in the Meeting.

## **BOOK-POST**



If undelivered please return to:  
Secretarial Department

**RTCL LIMITED**  
6926, Jaipuria Mills, Subzi Mandi, Clock Tower,  
Delhi - 110 007