



RTCL LIMITED

TWENTY SECOND ANNUAL REPORT

2015 - 2016



RTCL LIMITED

BOARD OF DIRECTORS	Mr. Ajay Kumar Jain, (DIN No. 00043349) Whole Time Director Mr. Manoj Kumar Pandey, (DIN No. 00057386) Chairman and Independent Director Ms. Chitranshi Tiwari (DIN No.07145469) Independent Director Mr.Sunil Singh (DIN No.07558446) Independent Director
COMPANY SECRETARY	Mr. Vishal Saxena
BANKERS	STATE BANK OF INDIA
AUDITORS	KUMAR PIYUSH & CO. Chartered Accountants (Firm Registration No.: 005120N) C-5, Lajpat Nagar, Phase-III, New Delhi - 110024
SECRETARIAL AUDITORS	SUSHIL GUPTA & ASSOCIATES Company Secretaries G-206, 14/60-61, Yog Tower, Civil Lines, Kanpur-208001
REGISTERED OFFICE:	Mandhana Bithoor Road, Village Chaudhripur, Bithoor, Kanpur - 209 201
CORPORATE OFFICE: SHARE TRANSFER AGENT	6926, Jaipuria Mills, Clock Tower, Subzi Mandi, Delhi - 110 007 ABHIPRA CAPITAL LIMITED, ABHIPRA COMPLEX, DILKHUSH INDUSTRIAL AREA, A-387, G.T. KARNAL ROAD, AZADPUR, DELHI - 110 033
CORPORATE IDENTITY NO.	L16003UP1994PLC016225

CONTENTS

Notice	1
Directors' Report	10
Annexure to the report of the directors	
-Extract of Annual Return	18
-Particular of Employees	27
-Secretarial Auditor Report	30
Corporate Governance & Shareholders Information	
Annexure to the Corporate Governance report	32
Management Discussion and Analysis Report	44
-Corporate Governance certificate	45
Independent Standalone Auditor's Report	48
Standalone Financial Statement	54
Cash Flow Statement - Standalone	56
Sagment Reporting - Standalone	62
Notes forming Part of the Financial Statement - Standalone	63
Independent Consolidated Auditor's Report	70
Consolidated Financial Statement	74
Cash Flow Statement - Consolidated	76
Sagment Reporting - Consolidated	79
Note forming Part of the Consolidated Financial Statement	80
Nomination Form	90
Proxy Form and Attendance Slip	91 & 93
Ballot Paper	94
Route Map	95

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of RTCL LIMITED will be held on Friday, the 30th September, 2016 at 11.00 A.M. at the Registered Office of the Company situated at Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur- 209201 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on March 31st, 2016, together with the Board's Report, the Reports of Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Kumar Jain (DIN No. 00043349) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory 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. (Firm Registration No. 005120N), Chartered Accountants, New Delhi, retiring Auditors are eligible for re-appointment.

SPECIAL BUSINESS

4. **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:**

"RESOLVED THAT pursuant to provision of Section 188 and other applicable provisions of the Companies Act, 2013, if any consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2016 upto the maximum per annum amounts as appended below:

(Rs. In Lacs)

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1ST APRIL 2016				
Transaction defined u/s 188(1) of Companies Act, 2013				
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME OF RELATED PARTIES:-				
COMPANIES				
Shreesri Buildtech Private Limited	On actual basis Exempted being in the ordinary course of Business and on arm's length basis	-	-	500.00
Lotus Infra Projects Private Limited		-	-	600.00

Sir Bio Tech India Limited	-	3.00	550.00
Raghunath Builders Private Limited	-	1.50	-
Raghunath International Limited	-	1.50	-
Raghunath Holdings & Finlease (P) Ltd	200.00		-
TRUST/SOCIETY/FIRM/LLP:			
SUBSIDIARIES/ STEP -DOWN SUBSIDIARIES / JOINT -VENTURE:	-	-	-
DIRECTORS/ KMPs/ RELATIVES OF DIRECTORS AND KMPs/ OTHER FIRM AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013	-	-	-
Smt. Alka Dalmia	-	2.50	-
Mr. Yuvraj Dalmia	-	2.50	-
Mr. Pulkit Dalmia	-	2.50	-

5. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Manoj Kumar Pandey (DIN No. 00057386), who was appointed as an Independent Non Executive Director of the Company and whose term of office expires at the Annual General Meeting, be and is hereby reappointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 years commencing from 30.05.2016 upto 29.05.2021

6. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 196 & 197 read with schedule V of the Companies Act, 2013 and other applicable Provisions if any of the said Act including any Modifications or re-enactments thereof for the time being in force, Mr. Ajay Kumar Jain (DIN No. 00043349) be and is here by re-appointed as Whole-time Director of the Company w.e.f. 14th November, 2015 for a period of 5 (Five) Years on the following terms and conditions, which has been approved by the Nomination and Remuneration Committee at their meeting held on 14th November, 2015 in accordance with the provisions of Schedule V to the Companies Act, 2013:

- Salary: Salary @ Rs. 40400/- (Rupees Fourty Thousand Four Hundred) Per Month.
- Perquisites: Whole time Director shall not be entitled to any perquisite and other benefits except HRA.
- Increment: He shall be entitled for the yearly increment on salary within the range of 10% to 20%, as may be decided by the Board of Directors."

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

OTHER TERM

- (a) Reimbursement of the traveling, entertainment and other expenses incurred by him during the course of business of the company.
- (b) He is not entitled to sitting fees for the meeting of the board of directors or of the committee thereof.
- (c) The appointment shall be terminated by Company giving to said whole -time Director a notice of one month of such termination or on payment of one month salary in lieu thereof and by the director notice of the one month to the Company."

"RESOLVED FURTHER THAT the said appointment shall be subject to approval of the shareholder at the ensuing Annual General Meeting by way of Ordinary Resolution"

7. TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152,161 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Singh (DIN No. 07558446), be and is hereby appointed as an Additional Independent Director of the Company to hold office for Five Consecutive Years w.e.f 09.07.2016 upto 09.07.2021

Place : Kanpur

Date : 2nd September, 2016

By order of the Board

Sd/-

Ajay Kumar Jain
(Whole Time Director)
(DIN No. 00043349)

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. Pursuant to provisions of Section 105 of the Companies Act, 2013 read with the applicable Rules thereto, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person who shall not act as proxy for any other person or shareholder.
3. Corporate Member(s) intending to send their Authorized Representative(s) to attend the meetings are requested to send, to the Company, a certified true copy of the board resolution pursuant to Section 113 of the Companies Act, 2013 authorising their Representative(s) to attend and vote on their behalf at the meeting.
4. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means instructions and other information relating to e-voting are given in this notice under Note No. 17. The Company will also send communication relating to remote E-voting which Inter alia would contain details about User Id and Password.
5. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business of the notice as set out above is annexed thereto.
6. **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.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, **September 23rd, 2016** to Friday, September 30th, 2016 (both days inclusive).
8. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
9. 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.
10. Electronic Copy of the Annual Report For the Financial Year 2015-2016 is being sent to all the member(s) whose Email Ids are registered with the Company/Depository Participant(s) for communication purposes, unless any member will request for a hard copy of the same. For members who have not registered their Email Address, Physical Copies of the Annual Report For the Financial Year 2015-2016 is being sent in the permitted mode. Further member who have not registered their email addresses so far, are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company Electronically.
11. Members are requested to quote their folio number, DP ID/Client ID and the Company's name in all correspondence with **M/s Abhipra Capital Limited**, who is acting as our Registrar and Share Transfer Agent.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Member holding shares in physical form can submit their PAN detail to the Company or to M/s. Abhipra Capital Limited (RTA).
13. Members are requested to bring their copy of Annual Report to the Meeting.
14. The Company's shares are compulsorily traded in demat form; hence the member who are holding equity shares in physical form are requested to get them dematerialized.
15. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through an electronic mode. As per Regulation 36(1)(a) of SEBI Listing Regulations the Stock Exchanges permits Companies to send soft copies of the Annual Report to all those shareholder who have registered their email address for the said purpose. Members are requested to support this Green Initiative by intimating their email address to the Company at the dedicated email ID i.e. rgc.secretarial@gmail.com.
16. As per the provisions of the Companies Act 2013, 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.
17. **Voting Through Electronic Means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI Listing Regulation, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than venue of the Meeting ("remote e-voting").
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

- IV. The remote e-voting period will commence from 27th September, 2016 (9:00 AM) and ends on 29th September, 2016 (5:00PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting.

- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL [URL%20https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "Name of the company".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rtcl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in,
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
 - ii. EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - iii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - iv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of <https://www.evoting.nsdl.com/> or call on toll free no.: 1800-222-990.
 - v. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - vi. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - vii. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member/beneficial (in case of electronic shareholding) as on the cut-off date i.e. 23rd September, 2016.

- viii. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
 - ix. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - x. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - xi. **M/s. Sushil Gupta & Associates**, Company Secretaries, Kanpur (C.P.5064) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - xii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - xiii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - xiv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rtcllimited.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
 - xv. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Annual General Meeting, i.e. 30th September, 2016.
NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper". The members who opts, to cast their vote through Postal Ballot or Poll, for the convenience of Shareholders, Polling paper/ Ballot paper (MGT- 12) enclosed as annexure to the Annual Report.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 AM and 1.00 PM on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The provisions of Section 188(1) read with Rule 15(3) of The Companies (Meetings of Board and Its Powers) Rules, 2014 of the Companies Act, 2013 that governs the following Related Party Transactions require a Company to obtain prior approval of the Board of Director and in case the paid-up share capital of a company is Rs. 10 crore rupees or more, the prior approval of shareholder by way of Special Resolution:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment to any agent for purchase or sale of goods, materials, services or property;

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof of the company.

Further, third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than transactions which are not on arm's length basis.

The provision of section 188(3) also provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or, as the case may be, by the shareholders at a meeting within three month from the date on which such contract or arrangement was entered into.

In the light of provisions of the 2013 Act, the Board of Directors of your Company has approved the proposed transaction along with annual limit that your Company may enter into with the Related Parties (as defined under the 2013 Act) for the financial year 2016-17 and beyond

All prescribed disclosure as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and Its Powers) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.

(Rs. In Lacs)

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1ST APRIL 2016				
Transaction defined u/s 188(1) of Companies Act, 2013				
	Sale, purchase or supply of any goods, materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
NAME OF RELATED PARTIES:-				
COMPANIES :				
Shreesri Buildtech Private Limited		-	-	500.00
Lotus Infra Projects Private Limited		-	-	600.00
Sir Bio Tech India Limited		-	3.00	550.00
Raghunath Builders Private Limited		-	1.50	-
Raghunath International Limited		-	1.50	-
Raghunath Holdings & Finlease (P) Ltd		200.00		-
TRUST/SOCIETY/FIRM/LLP:	On actual basis Exempted being in the ordinary course of Business and on arm's length basis			
SUBSIDIARIES/STEP-DOWN SUBSIDIARIES/JOINT-VENTURE:				
		-	-	-
DIRECTORS/KMPs/ RELATIVES OF DIRECTORS AND KMPs/ OTHER FIRM AND COMPANIES in which directors have some interest as per the provisions of section 2(76) of the Companies Act, 2013				
Smt. Alka Dalmia		-	2.50	-
Mr. Yuvraj Dalmia		-	2.50	-
Mr. Pulkit Dalmia		-	2.50	-

ITEM NO. 5

The Board of Directors, appointed Mr. Manoj Kumar Pandey (DIN No. 00057386) as an Independent Non Executive Director of the Company w.e.f 30.05.2016 and whose term of office expires at the Annual General Meeting, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of 5 years commencing from 30.05.2016 upto 29.05.2021.

Manoj Kumar Pandey (DIN No. 00057386) has already filed his consent to act as directors, with the Company and he is not disqualified for being appointed as Independent Director in terms of the prescribed Sections of the Companies Act, 2013 and the Company has received the requisite form DIR-8, in terms of the Companies (Rule 14 Appointment and qualification of Directors), confirming his eligibility criteria for such appointment. Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 5 above.

Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	Mr. Manoj Kumar Pandey
Date of Birth	15.04.1961
Date of Re-Appointment	30.05.2016
Qualifications	Graduate
Expertise in Specific Functional Areas	Banking & Finance
Relationship between Directors	No
Directorship held in other Listed Entities	No
Memberships / Chairmanships of committees of other Public Companies	No
Number of Shares held in the Company	NIL

ITEM NO. 6

The Board had reappointed Mr. Ajay Kumar Jain (DIN No. 00043349) as Whole-Time Director of the Company for a period of five years w.e.f. 14th November, 2015 and the remuneration was fixed Rs. 40400/- (Rupees Fourty Thousand Four Hundred only) per month which will be confirmed by the shareholders at the ensuing Annual General Meeting to be held on 30th September, 2016. For the financial year 2015-16 as per section 196 & 197 and Schedule V of the Companies Act, 2013, the Remuneration Committee at its meeting held on 14th November, 2015 approved the payment of remuneration of Rs. 40400/- (Rupees Fourty Thousand Four Hundred only) per month to Mr. Ajay Kumar Jain (DIN No. 00043349), Whole-time Director of the Company for the further tenure of five years which was approved by the Board of Directors at their meeting held on that date. The provision further stipulates that consent of the shareholders is to be obtained through ordinary resolution in the ensuing General Meeting immediately after the approval of payment of the Remuneration Committee. The remuneration which was recommended for the above said period was within the overall prescribed limits as per Schedule V of the Companies Act, 2013. None of the Director except Mr. Ajay Kumar Jain (DIN No. 00043349) is concerned or interested financially or otherwise in the said resolution.

Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	Mr. Ajay Kumar Jain
Date of Birth	01.07.1969
Date of Re-Appointment	14.11.2015
Qualifications	Graduate
Expertise in Specific Functional Areas	Banking & Finance
Relationship between Directors	No
Directorship held in other Listed Entities	No
Memberships / Chairmanships of committees of other Public Companies	No
Number of Shares held in the Company	NIL

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

ITEM NO. 7

The Board of Directors, appointed Mr. Sunil Singh (DIN No. 07558446) as an Additional Independent Director of the Company w.e.f 09.07.2016 and whose term of office expires at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from 09.07.2016 upto 09.07.2021.

Mr. Sunil Singh (DIN No. 07558446) has already filed his consent to act as directors, with the Company and he is not disqualified for being appointed as Independent Director in terms of the prescribed Sections of the Companies Act, 2013 and the Company has received the requisite form DIR-8, in terms of the Companies (Rule 14 Appointment and qualification of Directors), confirming his eligibility criteria for such appointment. Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution as set out in Item No. 5 above.

Details of Director Seeking Appointment at the Annual General Meeting

Particulars	Mr. Sunil Singh
Date of Birth	13.07.1975
Date of Appointment	09.07.2016
Qualifications	Graduate
Expertise in Specific Functional Areas	Marketing
Relationship between Directors	No
Directorship held in other Listed Entities	No
Memberships / Chairmanships of committees of other Public Companies	No
Number of Shares held in the Company	NIL



RTCL LIMITED

DIRECTORS' REPORT

To,

THE MEMBERS OF RTCL LIMITED

Your Directors have pleasure in presenting the **Twenty Second Annual Report** on the business and operations of the Company together with the Annual Accounts for the Financial Year ended on March 31st, 2016.

FINANCIAL RESULTS

The highlights of the Financial Results are as under:

(Rupees in Lakhs)

PARTICULARS	Unconsolidated		Consolidated	
	Year ended 2015- 2016	Year ended 2014-2015	Year ended 2015- 2016	Year ended 2015-2015
Sales and Other Income	1433.6	538.49	1433.6	538.49
Profit/ (Loss) before Interest and Depreciation	194.76	142.68	194.76	142.68
Less: Finance Charges	(82.43)	(74.15)	(82.43)	(74.15)
Less: Depreciation	(29.06)	(21.03)	(29.06)	(21.03)
Profit/ (Loss) for the Year	83.25	47.48	83.25	47.48
Add/(Less): Extraordinary Items	(0.30)	(3.76)	(0.30)	(3.76)
Add/Less: Tax Adjustment Earlier Years	(0.015)	(6.60)	(0.015)	(6.60)
Less: Provision for Income Tax	(16.00)	(12.49)	(16.00)	(12.49)
Less: Wealth Tax	-	(0.10)	-	(0.10)
Add/(Less): Deferred Tax/Assets/ Liability)	0.638	0.507	0.638	0.507
Profit/(Loss) of the Associates	-	-	27.00	02.00
Net Profit/ (Loss) for the Year	67.57	25.04	67.57	25.04
Balance brought forward	538.90	530.18	538.90	530.18
Add: Post Acquisition reserve and surplus of Associates	-	-	73.84	71.24
Add: Amount available for appropriation	67.57	25.04	67.57	25.04
Add: Additions during the Year of Associates	-	-	27.58	2.60
Appropriation:				
Less: Adjustment relating to Fixed Assets	-	(11.31)	-	(11.31)
Less: Transferred to General Reserve	(5.00)	(5.00)	(5.00)	(5.00)
Profit/ (Loss) carried to the Balance Sheet	601.48	538.90	702.91	612.74

OPERATIONS

During the year under review, the Sales and other Income of the Company increased to Rs. 1433.6 (lacs) as compared to Rs 538.49 (lacs) in the previous year. The net profit of the Company increased to Rs. 67.57 (lacs) in comparison to Rs. 25.04 (lacs) in the previous year. The Company will continue to be responsive to changes in market dynamics and consumer behaviour and other key factors influencing the Business, and will formulate its strategies accordingly.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its associates as per the applicable provisions of Companies Act 2013 and Rules made there under, prepared in accordance with Accounting Standard 21 issued by the Institute of Chartered Accountants of India, form part of the Annual Report.

Further, the Annual Accounts and related documents of the associate company shall be kept open for inspection at the Registered & Corporate Office of the Company. The Company will also make available copy thereof upon specific request by any Member of the Company interested in obtaining the same.

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

RESERVES

During the year under review , The Company has transferred **Rs. 5,00,000.00 (Rupees Five lacs Only)** from the Profits of Current year 2015-2016, to general reserve of the Company & outstanding amount in the general reserve of the Company increased to **Rs.71.18 (in Lacs)**.

DIVIDEND

During the year, the Company has earned adequate profit and the Directors have decided to Plough back profits for the expansion of business of the Company and hence no dividend could be recommended.

DEMATERIALIZATION OF EQUITY SHARES

The Company's equity shares are available for trading in the both Depository systems that is National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). The International Securities 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, 2016 is as under:

Particulars	Nos. of Shares	Percentage
Electronic Mode		
CDSL	659295	05.49%
NSDL	8502635	70.85%
	9161930	76.34%
Physical Mode	2839240	23.66%
Total :	12001170	100.00%

EXTRACT OF ANNUAL RETURN

Pursuant to the Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in the Form-MGT-9 is annexed as Annexure I to the annual report.

BOARD AND COMMITTEE MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Twelve Board Meetings and Four Audit Committee Meetings were duly convened. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted an Audit Committee with Mr. Ajay Kumar Jain (DIN No.00043349), Mr. Manoj Kumar Pandey (DIN No.00057386) Chairman, Ms. Chitranshi Tiwari (DIN No. 07145469),* Ms. Sunil Tandon (DIN No. 02249543) and **Mr. Bharat Hari Dalmia (DIN No. 00275112). There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board.

***Mr. Sunil Tandon (DIN No.02249543) has resigned from the office directorship of the Company w.e.f 29.02.2016.**

****Mr. Bharat Hari Dalmia (DIN No. 00275112) was appointed as Non Executive Independent, Additional Director of the Company w.e.f 29-03-2016 and has resigned from the office w.e.f 08.04.2016**

The other Committees of the Board are:

- i) **Nomination and Remuneration Committee**
- ii) **Stakeholders' Relationship Committee / Stakeholders' Grievance Committee**
- iii) **Risk Management Committee**

The details with respect to the composition, powers, roles, terms of reference, Meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section of the Companies Act, 2013 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 on 31st March, 2016, 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 the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the annual accounts for the financial year ended on 31st March, 2016, on 'going concern' basis.
- (v) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) The Directors had devised proper systems to ensure Compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS & KEY MANAGERIAL PERSONNEL

- I. **Mr. Ajay Kumar Jain, (DIN No. 00043349)**, CEO and the Whole-Time Director of the Company, will retire by rotation at the ensuing Annual General Meeting and, being eligible, offer himself for reappointment.
- II. **Mr. Manoj Kumar Pandey, (DIN No. 00057386)**, Independent Non Executive Director of the Company, will retire at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.
- III. ***Mr. Sunil Tandon, (DIN No. 02249543)**, appointed as Whole-Time Director of the Company has resigned from the office w.e.f 29.02.2016 and he has been appointed as Chief Financial Officer in the Company w.e.f 08.04.2016.
- IV. ****Mr. Bharat Hari Dalmia, (DIN No. 00275112)**, has been appointed as an Independent Non Executive Additional Director on 29.03.2016.
- V. *****Mr. Sunil Singh, (DIN No. 07558446)**, has been appointed as an Independent Non Executive Additional Director on 09.07.2016

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act 2013 and SEBI (Listing Obligation and Disclosure Requirements) Rules, 2015. In the opinion of the Board, they fulfilled the conditions of independence as specified in the Act and the Rules made there under and are independent of the management. The declaration was placed before the board for their review.

POLICY ON DIRECTOR'S, KMP'S & OTHER EMPLOYEES:

The Company has adopted Governance Guidelines on Board's Effectiveness. The Governance Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of Independent Director, Director Term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director Remuneration, Subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees.

Policy for Nomination and Remuneration of Directors:

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

The Nomination and Remuneration Committee conducts a gap analysis to evaluate the performance of the Board on a periodic basis, including each time a Director's appointment or re-appointment is required or not. The Committee is also responsible for reviewing and vetting the CVs of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he / she meets with the criteria for 'Independent Director' as laid down in Section 149 of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Companies Act 2013, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behaviour, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code of Independent Directors', as outlined in Schedule IV of the Companies Act, 2013.

STATUTORY AUDITORS & AUDIT REPORT

M/s Kumar Piyush & Co.(Firm Registration No.: 005120N), Chartered Accountants, New Delhi, the Statutory Auditor of the Company, will retire at the conclusion of ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of One Year from the conclusion of this Annual General Meeting till the conclusion of Twenty Third Annual General Meeting. The Auditors' Report for the financial year 2015-16 does not contain any qualification, reservation or adverse remarks.

COST AUDITOR & COST AUDIT REPORT

Pursuant to Section 148 of the Companies Act 2013 the Company is not required to appoint cost auditor for the Financial Year ended 2015-2016.

As per the Cost Audit Orders, Cost Audit is not applicable on the Products and Business of the Company for the Financial Year 2015-2016.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Sushil Gupta & Associates, Company Secretaries, Kanpur to undertake the Secretarial Audit of the Company for the year ended 31st March, 2016. The Secretarial Audit Report is annexed thereto.

The Secretarial Audit Report for the financial year ended on 31st March, 2016 does not contain any qualification, reservation, adverse remark or disclaimer.

INTERNAL CONTROLS SYSTEMS AND ADEQUACY

The Company has appointed, Mr. Sandeep Kumar Saraogi, Chartered Accountant (ACA-411706) as an Internal Auditor of Company to ensure compliances and effectiveness of the Internal Control Systems in place as per the decision taken during the financial year 2015-2016. During the year, the Company continued to implement his suggestions and recommendations to improve the control environment and his scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditor findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

**PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments for the year 2015-16, covered under the provisions of Section 186 of the Companies Act 2013 are:

Particulars of Loan given for Corporate Needs:

S.No.	Name of Party	Amount (Rs.)
1	Lotus Infra Projects Private Limited	42,41,687.00

Particulars of Guarantee given for Corporate Needs:

S.No.	Name of Party	Purpose	Amount (Rs.)
1	Sir Bio Tech India Limited	Secure the various credit facilities	15.00 Crores
2	Shreesri Buildtech Private Limited	Facilitating FBWC Limit	950.00 Lacs
3	Muskan Towers Private Limited	Equitable Mortgage of property	500.00 Lacs

RELATED PARTY TRANSACTIONS

The Board hereby confirms that the Company has entered into Contract and Arrangement with the Related Party during the year. The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: <http://www.rtcllimited.in/images/pdf/RPP.pdf>

MATERIAL CHANGES & COMMITMENTS

There have been no material changes and commitments, if any, affecting the Financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial statements relate and the date of Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014:

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.

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.

Foreign Exchange Earning & Outgo:

(i) Total Foreign Exchange earned: NIL

(ii) Total Foreign Exchange outgo: NIL

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

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

RISK MANAGEMENT POLICY

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided in the report of Management Discussion and Analysis Report.

CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors of the Company hereby confirms that the Provisions of Section 135(1) of the Companies Act, 2013 is not applicable on our Company. However, the responsibility of the Company is to make a positive impact on the communities in which the company does business through its support of select programs, outreach efforts and initiatives that improve and enhance the quality of life.

ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, the directors individually as well as the evaluation of the working of Board Committees. The Performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the Board composition of committees, effectiveness of committee meetings etc. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

In a separate meeting of Independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors.

SUBSIDIARY COMPANY/ASSOCIATE COMPANY.

Pursuant to the Sub-Section (3) of Section 129 of the Act, during the year under review, the Company has no Subsidiary Company whereas the Company has an Associate Companies:

S. No.	Name and Address of the Company	CIN/ GLN	Holding/ subsidiary /Associate	% of shares	Applicable Section
1.	Raghunath Builders Pvt. Ltd	U70101DL1994PTC062202	Associate	31.11	2(6)
2.	PJ Software Pvt. Ltd	U65993UP1995PTC018915	Associate	42.38	2(6)
3.	Trendy Buildcon Pvt. Ltd	U92141DL2005PTC138050	Associate	39.52	2(6)
4.	Mangalam Infra Projects Pvt. Ltd	U74899DL2005PTC143999	Associate	44.86	2(6)
5.	Mandakini Motels Pvt.Ltd	U26911UP2007PTC033079	Associate	21.30	2(6)

The statement containing the salient feature of the Financial Statement of the Company's subsidiary or subsidiaries, Associate Company or Companies and Joint Ventures or Ventures given as AOC-1.

DEPOSITS

During the Period under review, Our Company has not accepted any deposit falling within the ambit of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE.

In terms of the information required under Section-134 of the Companies Act, 2013 and Clause-8 of the Companies (Accounts) Rules, 2014 it is to be noted that there is no significant and material order passed by the Regulators or Courts or Tribunals impacting the going concern status And Company's operation in future.

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Your Company has an effective Vigil Mechanism system which is embedded in its Code of Conduct. The Code of Conduct of the Company serves as a guide for daily business interactions, reflecting the Company's standard for appropriate behaviour and living Corporate Values. The Code of Conduct applies to all people, including Directors, Officers, and all



employees of the Company. Even the Company vendors and suppliers are also subject to these requirements as adherence to the Code is a prerequisite for conducting business with the Company. The Code of Conduct is available on the Company web link <http://www.rtcllimited.in/wbp.asp> to report any genuine concerns about unethical behaviour, any actual or suspected fraud or violation of Company's Code of Conduct.

PARTICULARS OF EMPLOYEES

The information require in Pursuant to Section 197(12) of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in statement of particulars of employees is annexed as Annexure II of the Annual Report.

The information required under sec 197(12) of the Companies Act 2013 read with rule5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is applicable and forms part of the Report.

However, as per first proviso to section 136(1) of the Act and second proviso of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the report and Financial statements are being sent to the members of the Company excluding the statement ofn particular of employees under rule5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company and the said Annexure is also open for inspection at the Registered Office of the Company.

TRANSFER OF AMOUNTS TO INVESTORS EDUCATION AND PROTECTION FUND

The Company did not have any fund lying unpaid or unclaimed for a period of last seven years. Therefore, no funds are required to be transferred to Investor Education and Protection Fund (IEPF).

NOMINATION AND REMUNERATION POLICY

The Board of Directors of your Company has, on recommendation of the Nomination & Remuneration Committee, framed and adopted a policy for selection and appointment of Directors, Senior Management and their remuneration. The contents of the policy are stated in the Corporate Governance Report.

CORPORATE GOVERNANCE

The Company has successfully implemented the mandatory provisions of Corporate Governance in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Separate Reports on Corporate Governance and Management Discussion & Analysis are included in the Annual Report. Declaration by Chief Executive Officer of your Company confirming Compliance with the Code of Conduct by the Board of Directors and Senior Management and Certificate dated 2nd September, 2016, of the Secretarial Auditors of your Company confirming the compliance of conditions of Corporate Governance is also annexed thereto.

FAMILIARIZATION PROGRAM

Your Company, for many years now, has been familiarizing the Independent Directors on its Board with detailed presentations by its business functional heads on the Company operations, strategic business plans, new products and technologies, including significant aspects of the Industry and its future outlook. Details of familiarization programs extended to the Non-executive & Independent Directors during the year are also disclosed on the Company website at the Web Link <http://www.rtcllimited.in/images/pdf/FP.pdf>.

MANAGEMENT DISCUSSION AND ANALYSIS

As required by Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Management Discussion and Analysis Report is enclosed as **Annexure III** to the annual report.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

LISTING WITH STOCK EXCHANGE:

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to Bombay Stock Exchange where the Company's Shares are listed..

INDUSTRIAL RELATIONS

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

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: Kanpur
Date: 2nd September, 2016

Sd/-
(Ajay Kumar Jain)
Whole Time Director
DIN NO.00043349

Sd/-
(Manoj Kumar Pandey)
Director
DIN NO.00057386

Annexure I

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L16003UP1994PLC016225
2.	Registration Date	18-03-1994
3.	Name of the Company	RTCLLIMITED
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	Mandhana Bithoor Road ,Village Chaudhripur Bithoor, Kanpur, Uttar Pradesh-209201
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Abhipra Capital Limited, Abhipra Complex, Dilkhush Industrial Area, A-387, G.T. Karnal Road, Azadpur Delhi -110033

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Real Estate Activities and Development	7010, 4520	100.00

III. Particular of Holding, Subsidiary and Associate Companies

S. No.	Name and Address of the Company	CIN/ GLN	Holding/ subsidiary /Associate	% of shares	Applicable Section
1.	Raghunath Builders Pvt. Ltd	U70101DL1994PTC062202	Associate	31.11	2(6)
2.	PJ Software Pvt. Ltd	U65993UP1995PTC018915	Associate	42.38	2(6)
3.	Trendy Buildcon Pvt. Ltd	U92141DL2005PTC138050	Associate	39.52	2(6)
4.	Mangalam Infra Projects Pvt. Ltd	U74899DL2005PTC143999	Associate	44.86	2(6)
5.	Mandakini Motels Pvt.Ltd	U26911UP2007PTC033079	Associate	21.30	2(6)

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1367760	312910	1680670	14.01	1367760	312910	168670	14.01	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4769363	-	4769363	39.74	4769363	-	4769363	39.74	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	6137123	312910	6450033	53.75	6137123	312910	6450033	53.75	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	288470	32400	320870	2.67	261140	32400	293540	2.44	-
ii) Overseas	-	-	-	-	-	-	-	-	-

b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs.1 Lakh	1496846	2264530	3761376	31.34	1509856	2259330	3769186	31.41	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	1028301	234600	1262901	10.52	1048873	234600	1283473	10.69	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	32511	-	32511	0.27	32511	-	32511	0.27	-
Overseas	-	-	-	-	-	-	-	-	-
Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies DR	-	-	-	-	-	-	-	-	-
HUF	173479	-	173479	1.45	172427	-	172427	1.44	-
Sub-total (B)(2):	3019607	2531530	5551137	46.25	3024807	2526330	5551137	46.25	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3019607	2531530	5551137	46.25	3024807	2526330	5551137	46.25	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	9156730	2844440	12001170	100.00	9161930	2839240	12001170	100.00	-

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Mr. Om Prakash Agrawal	292014	2.43	-	443014	3.69	-	1.26
2	Mr. Jai Prakash Agrawal	179626	1.50	-	179626	1.50	-	Nil
3	Mrs. Geeta Agrawal	6610	0.06	-	6610	0.06	-	Nil
4	Mrs Ranjana Agrawal	10	0.00	-	10	0.00	-	Nil
5	Mrs. Alka Dalmia	53700	0.45	-	53700	0.45	-	Nil
6	Om Prakash Agrawal(HUF)	151000	1.26	-	-	-	-	(1.26)
7	Jai Prakash Agrawal(HUF)	244000	2.03	-	244000	2.03	-	Nil
8	Sri Prakash Agrawal (HUF)	475000	3.96	-	475000	3.96	-	Nil
9	Mr. Yuvraj Dalmia	140000	1.17	-	140000	1.17	-	Nil
10	Mr. Pulkit Dalmia	132700	1.11	-	132700	1.11	-	Nil
11	Mr.Prakhar Dalmia	10	0.00	-	10	0.00	-	Nil
12	Mrs. Sita Singhania	6000	0.05	-	6000	0.05	-	Nil
13	Raghunath Holdings and Finelease Private Limited	4437480	36.97	-	4437480	36.97	-	Nil
14	Sri Bio Tech India Limited	236083	1.97	-	236083	1.97	-	Nil
15	P.J. Softwares Private Limited	95800	0.79	-	95800	0.79	-	
	Total	6450033	53.75		6450033	53.75		Nil

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	6450033	53.75	6450033	53.75
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change during the year			
	At the end of the year	6450033	53.75	6450033	53.75

(iv) Shareholding Pattern of top ten Shareholder (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Reason	Increase/ Decrease in Shareholding		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Alka Neotia	284600	2.37	-	At the beginning of the year	-	-	284600	2.37
				-	No change	-	-	-	-
				-	At the End of the year	-	-	284600	2.37
2.	Sathya S. Goel	173590	1.44	-	At the beginning of the year	-	-	173590	1.44
				-	No Change	-	-	-	-
				-	At the End of the year	-	-	173590	1.44

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

3.	Arvind Kumar J. Sancheti	95103	0.79	-	At the beginning of the year	-	-	95103	0.79
				-	No Change	-	-	-	-
				-	At the End of the year	-	-	95103	0.79
4	Radha Devi Neotia	63425	0.53	-	At the beginning of the year	-	-	63425	0.53
					No Change				
5.	Arvind Kumar Sancheti	57744	0.48	-	At the beginning of the year	-	-	57744	0.48
					No Change	-	-		
				-	At the end of the year	-		57744	0.48
6.	Satish Kumar	45100	0.38	-	At the beginning of the year	-	-	45100	0.38
					No change	-	-		
				-	At the End of the year			45100	0.38
7.	Vardhman Arvind Sancheti	40105	0.33	-	At the beginning of the year	-	-	40105	0.33
					No Change	-	-		
				-	At the End of the year		-	45000	00.90
8.	Arun Kumar Lundia	35000	00.29	-	At the beginning of the year	-	-	35000	0.29
				-	No Change	-	-	-	-
				-	At the End of the year	-	-	35000	0.29
9.	Arun Kumar Goel	32900	0.27	-	At the beginning of the year	-	-	32900	0.27
				-	No Change	-	-	-	-
				-	At the End of the year	-	-	32900	0.27
10.	Priya Gupta	31990	0.27	-	At the beginning of the year	-	-	31990	0.27
				-	No Change	-	-	-	-
				-	At the End of the year	-	-	31990	0.27



RAGHUNATH INTERNATIONAL LIMITED

(v) **Shareholding of Directors and Key Managerial Personnel:**

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	None of the Directors and KMP, hold shares in the Company.			
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	None of the directors and KMP, had any transactions in the shares of the Company during the year.			
3.	At the end of the year	None of the Directors and KMP hold shares in the Company			

(V) **INDEBTEDNESS-Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtednes
Indebtedness at the beginning of the financial year				
i) Principal Amount	56906133.92	925000.00	0	57831133.92
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	7966261.92	0	0	7966261.92
Total (i+ii+iii)	64872395.84	925000.00	0	65797395.84
Change in Indebtedness during the financial year	0	0	0	0
* Addition	124502080.50	12950000.00	0	137452080.47
* Reduction	128272370.00	2100000.00	0	130372370.00
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	61102106.31	11775000.00	0	72877106.31
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	61102106.31	11775000.00	0	72877106.31

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/Manager		Amount
		Mr. Ajay Kumar Jain	Mr. Sunil Tandon	
1.	Gross salary	459075.00	449575.00	908650.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	459075.00	449575.00	908650.00
	Ceiling as per the Act	-	-	-

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors			Amount
		Mr. Manoj Kumar Pandey (DIN No.00057386)	**Mr. Bharat Hari Dalmia (DIN No.00275112)	Ms. Chitranshi Tiwari (DIN No. 07145469)	
1	Independent Directors				
	Fee for attending board committee meetings	The Company is not paying any remuneration/ Commission/sitting fee to its Independent Non executive Directors of the Company.			
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors	-	-	-	
	Fee for attending board committee meetings	-	-	-	
	Commission	-	-	-	
	Others, please specify	-	-	-	
	Total (2)	-	-	-	
	Total (B)=(1+2)	0	0	0	
	Total Managerial Remuneration	0	0	0	
	Overall Ceiling as per the Act	0	0	0	

**Mr. Bharat Hari Dalmia (DIN No. 00275112) has been appointed as Non Executive Independent, Additional Director of the Company w.e.f 29-03-2016.

**(C) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1.	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	The Company is not paying any remuneration/ Salary /Perquisites to the Key Managerial personnel of the Company.			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

Annexure - II-A

DETAILS PERTAINING TO REMUNERATION AS REQUIRED U/S 197(12) OF THE COMPANIES ACT 2013 READ WITH THE RULE 5(1) OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

The Percentage increase in remuneration of each director and Company Secretary during the financial year 2015-2016, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Year ended 2015-2016 and the comparison of the remuneration of Key Managerial Personnel against the performance of the Company are as under:

SR. No.	Name Of Director /KMP and Designation	Remuneration of Director/ KMP for the financial year 2015-2016	% increase/ decrease in remuneration in the financial year 2015-2016	Ratio of remuneration of each director /to median of remuneration employees
1.	Mr. Ajay Kumar Jain (Whole Time Director)	459075.00	Nil	4.11
2.	Mr. Sunil Tandon (Whole Time Director & CFO)	449575.00	Nil	4.02
3.	Mr. Manoj Kumar Pandey (Director)	Nil	Nil	Nil
4.	Ms. Chitranshi Tiwari (Woman Independent Director)	Nil	Nil	Nil
5.	Mr. Bharat Hari Dalmia (Director)	Nil	Nil	Nil
6.	Mr. Vishal Saxena (Company Secretary)	Nil	Nil	Nil
7.	Mr. Sunil Singh (Additional Director)	Nil	Nil	Nil

Comparison of the Remuneration of the KMP against the Performance of the Company:

Particulars	(Amount in Rs.)
Aggregate remuneration of KMP's in Financial Year 2015-2016	908650.00
Revenue	143365170.12
Remuneration of KMP's (as % of Revenue)	0.63
Profit Before Tax(PBT)	8295197.31
Remuneration of KMP's (as % of PBT)	10.95



- (i) There were 12 permanent employees on the rolls of the company during the year 2015-2016.
- (ii) In the Financial year, there was increase of 8.78% in the median remuneration of the Employees.
- (iii) Comparison of the remuneration of the key managerial personnel against the performance of the Company.
The total remuneration of Key Managerial personnel had not been increased last year, whereas the Profit before tax increased by **Rs.39.22** lakh in 2015-2016.
- (iv) **Variation in the Market Capitalisation of the Company:**
 - 1. The Market Capitalisation as on 31st March 2016 was **Rs.52.08 crore** whereas on 31st March 2015 it was **03.04 crore**
 - 2. Price Earnings Ratio of the Company was **0.56** as at 31st March 2016, whereas on 31st March 2015 it was **0.21**.
 - 3. Increase/ decrease over in the market quotations of the shares of the Company in Comparison to the rate at which the Company came out with last public offer:
The Company had come out with its IPO (Initial public offer on, **9th Jan, 1996**. At that time the market rate of the shares was **Rs. 10.00** per share, and during the **31st March 2016**, the market quotation of the shares was **Rs. 4.34** per share. Thus, it indicates fall in the growth rate of the Company from 56.6%.
- (v) Average percentage decrease made in the salaries of employees other than the Managerial personnel in the last financial year **2014-2015** was **NIL**, whereas the increase in the managerial personnel in the same financial year was **NIL**.
- (vi) The key parameters for the Variable Component of remuneration availed by the directors are considered by board of Directors on the recommendations of the Nomination and Remuneration Committee as per the Remuneration policy for Directors, Key Managerial Personnel and Other Employees.
- (vii) It is hereby affirmed that the remuneration is paid as per the remuneration policy for the Directors, Key managerial Personnel and other employees.

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

Annexure - II-B

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED U/S 197(12) OF THE COMPANIES ACT
2013 READ WITH THE RULE 5(2) OF THE COMPANIES (APPOINTMENT & REMUNERATION OF
MANAGERIAL PERSONNEL) RULES 2014**

Name of Employee	Mr. Madan Mohan Sharma	Mr. Sunil Kumar Sharma	Mr. Ashok Kumar Upadhya	Mr. S. P. Trivedi	Mr. Vijay Katiyar	Mr. Ashutosh Agnihotri	Mr. Durgesh Kumar	Mr. Sanjay Bajpai	Mr. Ramesh Chand	Mr. Nadeem Siddique
Designation	Cash Manager	Senior Civil Engineer	Engineer	Office Assistant	Maintenance Executive	Accounts Manager	Office Assistant	Office Assistant	Poen	Computer Assitant
Remuneration	376025	360000	250000	111747	107099	104727	90526	90524	90519	90506
Nature of Employment whether Contractual or otherwise	Otherwise	Otherwise	Otherwise	Otherwise	Otherwise	Otherwise	Otherwise	Otherwise	Otherwise	Otherwise
Qualifications and experience	M.COM	B.Tech	Engineering	Intermediate	B.COM	BSC, LLB	M.A	B.A	Matric Pass	B.COM, PGDCA, NET CCA
Date of Commencement of Employment	01.10.1999	08.10.2014	01.04.2015	01.04.2008	01.04.2008	01.10.1999	01.10.1999	01.10.1999	01.04.2008	01.04.2008
Age	60	47	41	60	54	42	40	47	61	35
Last Employment held by such employee before joining the Company	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Percentage of Equity Shares held by the Employee in the Company	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

ANNEXTURE III**FORM NO. MR- 3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2016****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Members
RTCL Limited (CIN No.L16003UP1994PLC016225)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RTCL Limited. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the RTCL Limited, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st march 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by RTCL Limited, for the Financial Year ended on 31st March 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 entered into by the Company with BSE Limited.

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Kanpur
Date : 2nd September, 2016

Sushil Gupta & Associates
Practicing Company Secretary

Sd/-
(Sushil Kumar Gupta)
Practicing Company Secretary
C.P No.:5064
M.No.F3151

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 31st, 2016

The Board of Directors as on 31st March, 2016 consisted of 3 (Three) Directors out of which One director is Executive and others are Non Executive Independent Directors. The Chairman of the Company is Executive Director. The composition of Board is in conformity with Regulation 17(1) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Section 149 of the Act.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of the Independent directors is in compliance with the Act. All the Independent directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

During the year 2015-16, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the board for its consideration. The Board periodically reviews the compliance reports of all laws applicable to the Company.

Name of Director	Category	No. Of the Directorship held in public Limited Company	No. Of Board Committee position held in other Public Limited Companies	
			Chairman	Member
Mr. Ajay Kumar Jain (DIN No. 00043349)	Executive, Whole Time Director	-	-	-
Mr. Manoj Kumar Pandey (DIN No. 00057386)	Non-Executive, Independent Director	-	-	-
Ms. Chitranshi Tiwari (DIN No. 07145469)	Non-Executive, Independent Director	-	-	-
*Mr. Bharat Hari Dalmia (DIN No. 00275112)	Non-Executive, Independent Director	-	-	-
**Mr. Sunil Tandon (DIN No. 02249543)	Executive, Whole Time Director	-	-	-

*Mr. Bharat Hari Dalmia (DIN No. 00275112) has been appointed as Non Executive, Independent Director of the Company w.e.f 29-03-2016.

**Mr. Sunil Tandon (DIN No. 02249543), Executive, Whole Time Director of the Company has resigned from the office w.e.f 29-02-2016

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

3. Board Meetings

The Board held 12 (Twelve) Meetings during the year 2015-2016 on 30.05.2015, 14.07.2015, 21.07.2015, 14.08.2015, 02.09.2015, 30.09.2015, 10.10.2015, 21.10.2015, 14.11.2015, 13.02.2016, 29.02.2016, 29.03.2016.

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. Ajay Kumar Jain (DIN No. 00043349)	12	Yes
Mr. Manoj Kumar Pandey (DIN No. 00057386)	12	Yes
Ms. Chitranshi Tiwari (DIN No. 07145469)	12	Yes
*Mr. Sunil Tandon (DIN No. 02249543)	11	Yes
**Mr. Bharat Hari Dalmia (DIN No. 00275112)	1	No

* Mr. Sunil Tandon (DIN No. 02249543), Executive, Whole Time Director of the Company has resigned from the office w.e.f 29-02-2016

**Mr. Bharat Hari Dalmia (DIN No. 00275112) has been appointed as Non Executive, Independent Director of the Company w.e.f (29-03- 2016)

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

4) Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on 29.03.2016, as required under Schedule IV to the Companies Act, 2013(Code for Independent Directors) and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole.
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors, and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Mr. Manoj Kumar Pandey (DIN No. 00057386), Mr. Bharat Hari Dalmia (DIN No. 00275112) and Ms. Chitranshi Tiwari (DIN No. 07145469) attended the Meeting of Independent Directors. Mr. Manoj Kumar Pandey (DIN No. 00057386) Independent Directors Chaired the Meeting of Independent Directors.

5) Annual Evaluation of Board Performance And Performance of Its Committees And of Directors

Pursuant to the Provisions of the Companies Act, 2013, and Regulation 4 and Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. An Indicative list of factors that may be evaluated include participation and contribution by a director, committment, effective deployment of Knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Whole Time Director & CEO.

Areas on which the Committees of the Board were assessed included degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board ,its Committees and of the Directors.

The Chairman of the Board provides feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

6. Code of Conduct

The Company has adopted the Code of Conduct for all employees of the Company, including the Managing Director. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are available on the Company's web link <http://www.rtclimited.com/cebd.asp>. All Board members and senior management personnel (as per SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing Director & CEO forms part of this Report. Apart from receiving remuneration they are entitled under the Companies Act, 2013 as Non-Executive Directors for the reimbursement of expenses incurred in discharge of their duties, none of the Non-Executive Directors has any other material pecuniary relationship or transactions with the Company, its promoters, its Directors, its senior management or its subsidiaries and associates. None of the Directors are inter-se related to each other.

The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

7. Committees of the Board

(i) Audit Committee

The Audit Committee has been constituted in accordance with the provisions and guidelines of Regulation 18 of SEBI Listing Regulation read with Section 177 of the Companies Act, 2013. The terms of the reference of the Audit Committee are as per the Guidelines set out in the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 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.

(ii) Composition and Attendance

During the year 2015-2016, 4 (Four) Meetings of the Audit Committee were held on 30.05.2015, 14.08.2015, 14.11.2015 and 13.02.2016.

Name of Director	Category	No. of meeting Attended
Mr. Manoj Kumar Pandey (DIN No. 00057386) (Chairman)	Non-Executive , Independent	4
Mr. Ajay Kumar (DIN No. 00043349)	Executive, Whole Time Director	4
Ms. Chitranshi Tiwari (DIN No. 07145469)	Non-Executie Independent	4
*Mr. Bharat Hari Dalmia (DIN No. 00275112)	Non-Executive , Independent	0
**Mr. Sunil Tandon (DIN No. 02249543)	Executive Whole Time Director	4

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

***Mr. Bharat Hari Dalmia (DIN No. 00275112) has been appointed as Non Executive Independent, Additional Director of the Company w.e.f 29-03-2016 and resigned from the office w.e.f 08.04.2016**

****Mr. Sunil Tandon (DIN No. 02249543), Executive, Whole Time Director of the Company has resigned from the office w.e.f 29-02-2016.**

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. Some of the important functions performed by the Committee are:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.

All 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.

Mr. Vishal Saxena (DIN NO. 01579368) who was appointed as Company Secretary of the Company w.e.f 01st of January 2013, shall act as Secretary of the Audit Committee.

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

(ii) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in accordance with the provisions of Regulation 19 of SEBI Listing Regulations read with Section 178 of the Act.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees.
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria.
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions.
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration.
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

Composition and Attendance

During the year 2015-2016, No Meeting of the Nomination and Remuneration Committee was held.

Name	Category
Mr. Manoj Kumar Pandey, (DIN No. 00057386)	Non-Executive Independent
Mr. Ajay Kumar Jain (DIN No.00043349)	Executive Whole-Time Director
Ms. Chitranshi Tiwari, (DIN NO. 07145469)	Non-Executive Independent
*Mr. Bharat Hari Dalmia, (DIN No. . 00275112)	Non-Executive Independent

***Mr. Bharat Hari Dalmia (DIN No. 00275112) has been appointed as Non Executive Independent, Additional Director of the Company w.e.f 29-03-2016 and resigned from the office w.e.f 08.04.2016**

Remuneration Policy

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 to 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.

The details of remuneration paid to the Whole-time Directors during the year from 01.04.2015 to 31.03.2016 is given below

Remuneration paid to Mr. Ajay Kumar Jain DIN NO.(00043349) as on 31.03.2016 is Rs. 40400/- (Rupees Fourty Thousand Four Hundred Only) Per Month and to Mr. Sunil Tandon DIN No.(02249543) as on 31.03.2016 is Rs.43,925/- (Rupees Forty Three Thousand Nine Hundred and Twenty Five Only)

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

Name	Date of appointment	Tenure	From	To
Ajay Kumar Jain	14thNovember 2015	5Years	14 th November 2015	13 th November2020

***Mr. Sunil Tandon (DIN No. 02249543), Executive, Whole Time Director of the Company has resigned from the office w.e.f 29-02-2016.**

Notice period as per Company's Rules.

No severance fee and stock (Equity Shares) is payable to the Directors.

(iii). Risk Management Committee -

The Risk Management Committee of the Company is constituted in accordance with the provisions of Regulation 21 of SEBI Listing Regulations.

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management.
- Reviewing the (Business Risk management) BRM policy and framework in line with local legal requirements and SEBI guidelines.
- Reviewing risks and evaluates treatment including initiating mitigation actions and ownership as per a pre-defined cycle.
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

Name of the Member	Category
Mr. Manoj Kumar Pandey, (DIN No. 00057386)	Non-Executive Independent
Mr. Ajay Kumar Jain (DIN No.00043349)	Executive Whole-Time Director
Ms. Chitranshi Tiwari, (DIN NO. 07145469)	Non-Executive Independent
*Mr. Bharat Hari Dalmia (DIN No. 00275112)	Non-Executive Independent
**Mr. Sunil Tandon (DIN No. 02249543) Executive	Whole-Time Director

****Mr. Sunil Tandon (DIN No. 02249543), Executive Whole-Time Director of the Company has resigned from the office w.e.f 29.02.2016.**

***Mr. Bharat Hari Dalmia (DIN No. 00275112) has been appointed as Non Executive Independent, Additional Director of the Company w.e.f 29-03-2016 and resigned from the office w.e.f 08.04.2016**

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

(iv) Stakeholders' Relationship Committee / Stakeholders' Grievance Committee :

The Stakeholder Relationship Committee / Stakeholders' Grievance Committee is constituted in accordance with the provisions of Regulation 20 of SEBI Listing Regulation read with Section 178 of the Act.

The terms of reference of Stakeholder Relationship Committee / Stakeholders' Grievance Committee is 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 Stakeholders' Relationship Committee / Stakeholders' Grievance Committee

During the year 2015-2016, One Meeting of the Stakeholder Relationship Committee / Stakeholders' Grievance Committee was held on 15.03.2016.

Name of Director	Category	No. of meeting Attended
Mr. Manoj Kumar Pandey (DIN No. 00057386) (Chairman)	Non-Executive , Independent	1
Mr. Ajay Kumar (DIN No. 00043349)	Executive, Whole Time Director	1
Ms. Chitranshi Tiwari (DIN No. 07145469)	Non-Executive , Independent	1
*Mr. Bharat Hari Dalmia (DIN No. 00275112)	Non Executive , Independent	0
**Mr. Sunil Tandon (DIN No. 02249543)	Executive, Whole Time Director	0

*Mr. Bharat Hari Dalmia (DIN No. 00275112) has been appointed as Non Executive Independent, Additional Director of the Company w.e.f 29-03-2016 and resigned from the office w.e.f 08.04.2016

**Mr. Sunil Tandon (DIN No. 02249543), Executive Whole-Time Director of the Company has resigned from the office w.e.f 29.02.2016.

Name and Designation of Compliance Officer

Mr. Vishal Saxena (DIN NO. 01579368), (Company Secretary) was the Compliance Officer of the Company during the year under report.

(v). Corporate Social Responsibility (CSR) Committee

The Board of Directors of the Company, hereby Confirms that the Provisions of Section 135(1) of the Companies Act, 2013 are not applicable on our Company. Thus, it's not mandatory for our Company to constitute Corporate Social Responsibility Committee.

(vi) (a). General Body Meeting

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

YEAR	DATE	DAY/TIME	VENUE
2012-2013	30.09.2013	Monday, 11.00 A.M	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur
2013-2014	30.09.2014	Tuesday, 11.00 A.M	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur
2014-2015	30.09.2015	Wednesday, 11.00 A.M	Mandhana Bithoor Road, Village Chaudharipur, Bithoor, Kanpur

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

Year	Special Resolution
2012-2013	No Special Resolution was passed during the Year
2013-2014	1) Approval for giving loan to any other person, body corporate, to provide security and guarantee in respect of loan of other person, acquire by acquisition or otherwise the securities of other body corporate. 2). Approval for borrowings. 3). Approval for investment. 4). Approval for related party transaction. 5). Approval for Accepting deposit from the public. 6). Approval for Alteration of AOA for adoption of new set under Companies Act 2013
2014-2015	1) Approval to sell, lease or dispose off the whole or substantial undertaking of the Company. 2). Approval for borrowings. 3) Approval for Investments

(c) Postal Ballot

During the year ended 31st March, 2016, 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. Other 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 2015-2016. However, a detailed disclosure on Related Party Transactions has been made at **Sr. No. 31(b)** in the Notes to Accounts appearing under "Notes to Accounts" (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 behaviour, 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 SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

The Company has complied with the mandatory requirements and is in process of adopting non-mandatory requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, wherever feasible.

(e) Disclosures regarding appointment or re-appointment of Directors

Mr. Ajay Kumar Jain (DIN No. 00043349) aged 47 years having wide experience of 27 years in the field of Account & Finance. He does not hold directorship in or membership of any Committee of other Company.

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, **Mr. Ajay Kumar Jain (DIN No. 00043349)**, Whole-Time Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment as Whole-Time Director of the Company.

Mr. Manoj Kumar Pandey, Director (DIN No. 00057386), aged 45 years having wide experience of 16 years in the field of Banking & Finance. He was appointed as an Independent, Non-Executive Director on 29.09.2011. In accordance with Section 149(10) of the Companies Act, 2013, he will hold the office of Independent Director in the Company for a period of 5 years commence from 29.09.2011 upto 28.09.2016. He does not hold directorship in or membership of any Committee of other Company.

Ms Chitranshi Tiwari Director (DIN No. 07145469) aged 28 years, has been appointed as an Additional Director of the Company w.e.f 31 March 2015, as per Companies Act 2013 and Articles of Association. In accordance with Section 149(10) of the Companies Act, 2013, She will hold the office of Independent Director in the Company for a period of 5 years commence from 31.03.2015 upto 31.03.2020. She does not hold directorship in or membership of any Committee of other Company.

Mr. Sunil Tandon (DIN No. 02249543) aged 50 years having wide experience of 25 years in the field of Marketing and over all administration. He does not hold directorship in or membership of any Committee of other Company. He resigned from the office of Whole-Time Director w.e.f 29.02.2016.

Mr. Sunil Tandon (DIN No. 02249543) has been appointed as Chief Financial Officer in the Company w.e.f 08.04.2016.

Mr. Bharat Hari Dalmia (DIN No. 00275112) aged 54 years having wide experience of Finance and Accounts has been appointed as an Independent Non Executive, Additional Director of the Company w.e.f 29th March 2016, as per Companies Act 2013 and Articles of Association, who resigned from the office of Independent Director w.e.f 08.04.2016.

Mr. Sunil Singh Director (DIN No. 07558446) aged 28 years, has been appointed as an Additional Independent Director of the Company w.e.f 09 July, 2016 as per Companies Act 2013 and Articles of Association. In accordance with Section 149(10) of the Companies Act, 2013, He will hold the office of Independent Director in the Company for a period of 5 years commence from 09.07.2016 upto 09.07.2021. He does not hold directorship in or membership of any Committee of other Company.

(f) Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

(g) CEO & CFO Certification

The Chairman and Whole-Time Director, and the Chief Financial Officer of the Company have certified to the Board of Directors, inter alia, the accuracy of Financial Statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the Listing Regulations for the year ended 31st March, 2016.

Mr. Bharat Hari Dalmia has resigned from the office of Chief Financial Officer w.e.f 29.02.2016 and Mr. Sunil Tandon has been appointed as Chief Financial Officer w.e.f 08.04.2016.

7. Prevention of Insider Trading

The board has laid down Code of Conduct for insider trading in Compliance with SEBI (Prohibition of insider trading / regulations 1992). All the directors and Senior Management Personnel who are expected to have access to unpublished Price Sensitive information Concerning the Company is responsible for adherence to this code. The Company is being adhered to in letter and in spirit. The Code has posted on the Company web link ie. <http://www.rtcllimited.in/images/pdf/CCIT.pdf>. The Compliance officer, Mr. Vishal Saxena (DIN No.01579368), Company Secretary is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code and it was signed by the whole time director of the Company

**8. 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 45 Days (Forty Five Days) of the end of the respective quarter, which are normally published in The Pioneer (English) and Swatantra Bharat (Hindi)
3.	Any website, where displayed	www.rtcllimited.in
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

9. General Shareholder Information**(a) Date, Time and Venue of Annual General Meeting**

The Company will hold its Twenty Second Annual General Meeting on Friday, the 30th September, 2016 at 11.00 A.M at the Registered Office of the Company at Mandhana Bithoor Road, Village Chaudharipur, Bithoor Kanpur - 209201

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

The Company expects to announce the unaudited quarterly results for the year 2016-2017, as per the following schedule:

Financial Reporting for the Quarter ending June 30 th , 2016	August 13 th , 2016
Quarterly Limited Review Report for the Quarter ended on June 30 th , 2016	August 13 th , 2016
Financial Reporting for the Quarter ending September 30 th , 2016 and Half-year results	November 14 th , 2016
Quarterly Limited Review Report for the Quarter ended on September 30 th , 2016	November 14 th , 2016
Financial Reporting for the Quarter ending December 31 st , 2016	February 14 th , 2017
Quarterly Limited Review Report for the Quarter ended on December 31 st , 2016	February 14 th , 2017

The Audited Results of the Company for the year 2016-2017 will be announced on or before 30th May, 2017 which will include the results of the fourth quarter of the year 2016-2017.

(c) Date of Book Closure

The Company's Register of Members and Share Transfer Book will remain closed from Friday, September 23rd, 2016 to Friday, September 30th, 2016 (both days inclusive)

(d) Dividend Payment Date

The Board of Directors has not recommended any dividend for the financial year 2015-2016.

(e) Listing on Stock Exchanges

The Equity shares of the Company as on March 31, 2016 were listed on The Bombay Stock Exchange, Mumbai. The Company confirms that it has paid Annual Listing Fees due to the Stock Exchange for the year 2015-2016.

(f) Stock Code

Bombay Stock Exchange Limited, Mumbai : 531552

(g) Stock Market Data

Market Price Data- Monthly high/low of Company's Equity shares during the financial year 2015-2016 on the BSE along with performance in comparison to BSE Sensex is given as under:

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

MONTH	RTCL Limited on BSE		BSE Sensex	
	High (Rs.)	Low (Rs.)	High	Low
April, 2015	2.42	2.30	29094.61	26897.54
May, 2015	2.35	2.34	28071.16	26423.99
June, 2015	2.37	2.26	27968.75	26307.07
July, 2015	2.47	2.20	28578.33	27416.39
August, 2015	2.53	2.29	28417.59	25298.42
September, 2015	2.41	2.30	26471.82	24833.54
October, 2015	2.72	2.40	27618.14	26168.71
November, 2015	3.08	2.60	26824.30	25451.42
December, 2015	3.52	2.96	26256.42	24867.73
January, 2016	4.57	3.69	26197.27	23839.76
February, 2016	4.80	4.75	25002.32	22494.61
March, 2016	4.56	4.34	25479.62	23133.18

Registrar and Transfer Agents for shares held in Physical as well as Depository mode:

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

Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

Nomination facility for shareholding.

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the Company's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital has been carried out by M/s Sushil Gupta & Associates with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Secretarial Auditor Certificate in regard to the same has been submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

**(i) Distribution and Shareholding Pattern**

Distribution of shareholding of Company as on March 31, 2016:

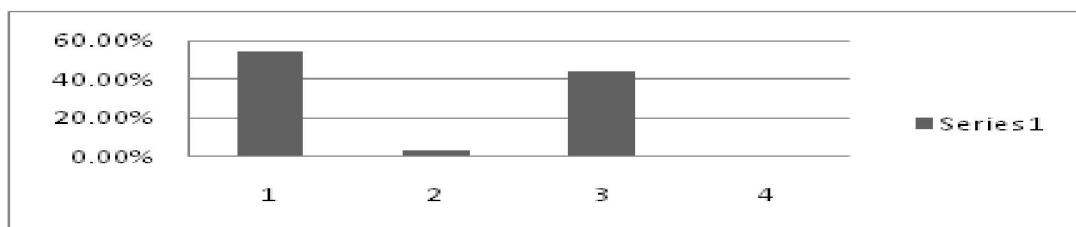
Ran of Equity Shares	No. Of Shareholders % to Total		No. Of shares % to Total	
Up to 2500	8062	78.181	8688740	7.240
2501 - 5000	910	8.825	3761980	3.135
5001 - 10000	537	5.208	4620690	3.850
10001 - 20000	265	2.570	4075550	3.396
20001 - 30000	289	2.803	7344400	6.120
30001 - 40000	39	0.378	1427190	1.189
40001 - 50000	63	0.611	2994990	2.496
50001 - 100000	84	0.815	6545300	5.454
100001 and above	63	0.611	80552860	67.121
Total	10312	100.00	120011700	100.00

Shareholding Pattern of the Company as on March 31, 2016

Category		Nos. of Shares held	Percentage of Holding
A	Promoter and Promoter Group		
	1. Indian Promoters	64500333	53.75
	2. Foreign Promoters	-	-
	Sub Total	64500333	53.75
B	Public Shareholding		
	1. <u>Institutional Investors</u>		
	- Mutual Funds & UTI	-	-
	- Banks, Financial Institutions, Insurance, Companies	-	-
	- Central Government/State Government(s)	-	-
	- Foreign Institutional Investors	-	-
	2. <u>Non-Institutional Investors</u>		
	- Bodies Corporate	293540	02.44
- Individuals	5225086	43.54	
- NRIs	32511	00.27	
	Sub Total	5551137	46.25
	Total	1,20,01,170	100.00

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

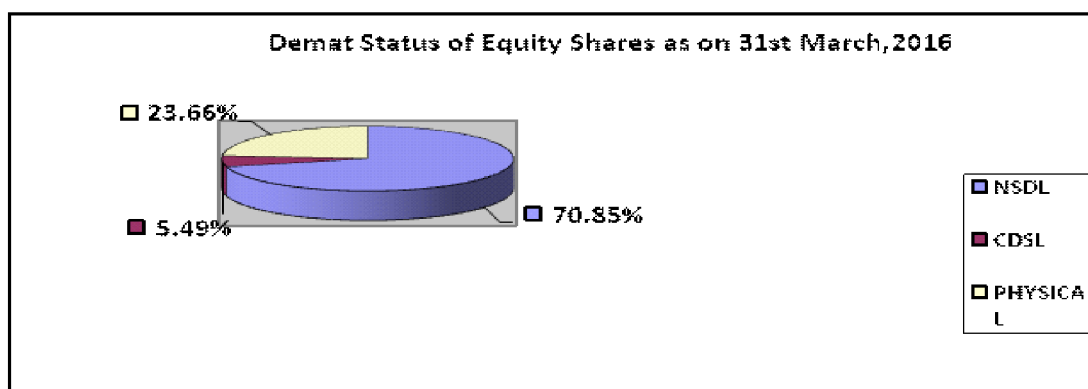
Shareholding Pattern as on March 31, 2016



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

(j) 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 International Securities Identification Number (ISIN) allotted by NSDL and CDSL to RTCL Limited is INE754B01012. Demat Status of Company as on March 31, 2016 is as under:



(k) Liquidity of Shares

The Equity shares of the Company are traded in B Group at the Bombay Stock Exchange.

(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. Vishal Saxena (Company Secretary)

(o) Address for Correspondence

The shareholders may address their communications/ suggestions/ grievances/ queries to: Mr. Vishal Saxena (Company Secretary)

RTCL Limited

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

Phone: 011-23852583 Fax- 011-23852666

Email : rgc.secretarial@gmail.com

Website : www.rtcllimited.in



ANNEXTURE IV

MANAGEMENT DISCUSSION AND ANALYSIS REPORT FOR THE YEAR ENDED 31ST March, 2016

Industry Structure and Development:

Real Estate Business

The Real Estate Industry in India is flourishing but presently it is facing problems of increased inventory stock, significantly reduced number of transactions by the Customer & increased Cost of Land & Construction. The Company is in continuous process of making a vivacious presence for itself in real estate Industry.

Opportunities and Threats

Since the beginning of economic reforms and pragmatic and visionary policies adopted by the Government, the Indian economy has been witnessing strong economic growth along with demographic impetus of a growing population in the working-age category. The Company is all set to avail such opportunities and take a giant leap in the path of progress.

Apart from normal business risks, your company will be facing stiff competition from existing as well as other new entrants in the same line of business. However pragmatic and prudent policies and induction of young and dynamic visionaries with expertise coupled with infusion of high-tech approach, your company will be progressing by leaps and bounds.

Segment wise Performance

A detailed segment report is prepared and presented at Sr. No. 22 (a) in Notes to Accounts appearing under "Notes to Accounts" (Significant Accounting Policies and Notes to Accounts) forming part of Balance Sheet.

Risks, Concerns and Out-Look:

In the course of its business, your company is exposed to a wide variety of risks like non availability of, or exorbitant increase in the cost of land, cement, steel, labour force, short terms and long term funds etc being inherent to industry.

Real estate business in India being highly regulated by Governments at various level, several regulatory approvals, permits, licenses etc. Are required to be obtained from the Government/Authorities from time to time for projects. Any delay in obtaining such approvals can affect the timely execution of projects.

Despite a number of risks, your company will be facing them with full zeal and gist and will be able to overcome and withstand the risks enumerated envisaging future outlook.

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 unauthorized 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 factor

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

ANNEXTURE V

ANNEXURE TO THE REPORT OF THE DIRECTORS

Certificate from Practising 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, 2016 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015 of the Listing Agreement of the said Company entered into with the Bombay Stock Exchange 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 abovementioned Listing Agreement.

We state that in respect of investors' grievance received during the year ended 31st March, 2016, no investors' grievances are pending against the Company for a period exceeding one month/fifteen days 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.

Place : Kanpur

Date : 2nd September 2016

**For Sushil Gupta & Associates
Company Secretaries**

**Sd/-
Sushil Kumar Gupta
Proprietor
Membership No. F3151
Certificate of Practice No. 5064**



RTCL LIMITED

ANNEXTURE VI

**Declaration by Director/CEO of the Company under Regulation 34(3) of SEBI
(Listing Obligation and Disclosure Requirement) Regulations, 2015**

To,
The Members
RTCL Limited
Mandhana Bithoor Road,Village Chaudhripur
Bithoor, Kanpur-209201

I Ajay Kumar Jain Din No.(00043349),Whole-Time Director and Chairman of RTCL limited hereby declare that all the members of the Board of Directors and senior management personnel have affirmed Compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2016

For RTCL Limited

**Place : Kanpur,
Date : 2nd September 2016**

**Sd/-
Ajay Kumar Jain
Chairman and Whole-Time director
DIN No.(00043349)**

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

ANNEXTURE VII

DECLARATION BY THE CFO OF THE COMPANY UNDER SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members
RTCL Limited
Mandhana Bithoor Road, Village Chaudhripur
Bithoor, Kanpur-209201

I, Sunil Tandon, CFO and Director of RTCL Limited hereby declare that all the Directors and the designated employees in the senior management of the Company have affirmed compliance with the Code of Conduct, as applicable on them, for the Financial Year ended March 31, 2016.

Date : 2nd September, 2016

Place : Kanpur

For and on behalf of the Board

**Sd/-
(Sunil Tandon)
(Chief Financial Officer)**

Kumar Piyush & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF RTCL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone Financial Statements of **RTCL Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) in the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2016,
- (b) in the case of the Statement of Profit and Loss of, the Profit for the year ended on that date, and
- (c) in the case of Cash Flow Statement of cash flows for the year ended on that date.

C-5, Lajpat Nagar-III, New Delhi-110 024

Tel.: 29830208, 29830220, 9312940592, 29847424, E-mail: virendradel@gmail.com

Kumar Piyush & Co.

CHARTERED ACCOUNTANTS

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-"A" a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and operating of such controls, refer to our separate report in Annexure "B" and
 - g) with respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations, which may have any impact on its Standalone financial position in its standalone financial statement as of March 31, 2016;
 - ii. The Company did not have any long term contracts including derivatives contracts;
 - iii. There were no amounts which are required to be transferred to Investor's Education and Protection Fund by the company.

For Kumar Piyush & Co.
Firm Registration No.: 005120N
Chartered Accountants

Sd/-
Virendra Kumar Goel
Partner
Membership No.: 083705

Place: New Delhi
Date: May 30, 2016

Kumar Piyush & Co.

CHARTERED ACCOUNTANTS

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

ANNEXURE REFERRED TO IN OUR INDEPENDENT AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF RTCL LIMITED ON THE STANDALONE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2016, WE REPORT THAT:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company are physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification
- (c) The title deeds of immovable properties are held in the name of the company.
- (ii) (a) As explained to us, the Inventories of finished goods has been physically verified at reasonable intervals by the management and no discrepancies were noticed on physical verification as compared with the books records
- (iii) (a) The Company has not granted any loans secured or unsecured to companies, firms Limited Liabilities Partnerships or parties listed in the register maintained under section 189 of the Companies Act, 2013 ('the Act). Consequently, the provisions of clauses 3(iii)(a) relating the terms and conditions of the grant of such loans (b) relating to the schedule of repayment and interest and receipts, and (c) relating to overdue amount, of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and the explanations given to us, the Company has given any guarantee for loans taken by others from banks or financial institutions as referred to in para number 28 of Notes to Accounts.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- (vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, in respect of the activities carried on by the Company.
- (vii) (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 in respect of provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues have generally been regularly deposited during the year by the Company.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. However, Service Tax for the financial year 2014-15 of Rs. 38,12,500/- was paid on 29.03.2016.
- (b) According to the information and explanations given to us, there were no material dues of duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute as on 31.03.2016.
- According to the information and explanations given to us, the company has paid all undisputed dues of excise duty.
- (viii) The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders.
- (ix) Since the company has not raised monies by way of initial public offer or further public offer (including debt instruments) and term loan during the year, hence this clause is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) The Company has paid the managerial remuneration accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

Kumar Piyush & Co.
CHARTERED ACCOUNTANTS

- (xii) Since the company is not a Nidhi Company hence, this clause is not applicable.
- (xiii) The Company has disclosed all transactions with the related parties in compliance with section 177 and 188 of the Companies Act, 2013 and all the details in the Standalone Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) The Company has not entered any non cash transaction with directors or person connected with him.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of this Clause are not applicable to the Company.

For Kumar Piyush & Co.
Firm Registration No.: 005120N
Chartered Accountants

Sd/-
Virendra Kumar Goel
Partner
Membership Number: 083705

Place : New Delhi
Date : May 30, 2016

Kumar Piyush & Co.

CHARTERED ACCOUNTANTS

Annexure-"B"

Annexure to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub section 3 of Section 143, of The Companies Act, 2013 ("the Act")

In conjunction with our audit of the Financial Statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of RTCL Limited, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Director of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Kumar Piyush & Co.

_____**CHARTERED ACCOUNTANTS**_____

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company, have in, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Kumar Piyush & Co.
Chartered Accountants
Firm Regn. No: 005120N**

**Sd/-
Virendra Kumar Goel
Partner
Membership No.: 083705**

**Place : New Delhi
Dated : May 30, 2016**



RTCL LIMITED

BALANCE SHEET AS AT MARCH 31, 2016 - STANDALONE

PARTICULARS	Note No.	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1A	120,011,700.00	120,011,700.00
(b) Reserves and Surplus	2	67,266,420.66	60,508,870.34
(2) NON - CURRENT LIABILITIES			
(a) Long - Term Borrowings	3	14,276,219.12	2,134,171.63
(b) Long - Term Provisions	4	1,538,208.00	1,331,565.00
(3) CURRENT LIABILITIES			
(a) Short - Term Borrowings	5	58,600,887.19	55,696,962.29
(b) Trade Payables	6	33,268,034.54	20,747,311.58
(c) Other Current Liabilities	7	58,786,060.00	81,863,434.00
(d) Short - Term Provisions	8	25,171,270.09	20,866,285.09
		378,918,799.60	363,160,299.93
II. ASSETS			
(1) Non - Current Assets			
Fixed Assets			
(a) Tangible Assets	9	36,643,126.20	30,158,608.12
(b) Non - Current Investments	10	127,914,460.00	98,420,450.00
(c) Deferred Tax Assets (Net)	11	378,570.00	314,717.00
(d) Long - Term Loans & Advances	12	83,706,305.50	104,618,266.00
(2) Current Assets			
(a) Inventories	13	36,643,126.20	30,158,608.12
(b) Trade Receivables	14	6,262,745.00	12,448,311.60
(c) Cash and Cash Equivalents	15	10,448,979.63	11,356,728.99
(d) Short-Term Loans and Advances	16	25,607,588.40	22,490,440.40
TOTAL		378,918,799.60	363,160,299.93

SIGNIFICANT ACCOUNTING POLICIES

1

The Accompanying notes to accounts are integral part of Financial Statements

As per our report of even date attached
For Kumar Piyush & Co.
Chartered Accountants
Firm Registration No.: 005120N

Sd/-
VIRENDRA KUMAR GOEL
Membership Number: 083705
Partner
Membership Number: 083705

Place : New Delhi
Date : May 30, 2016

Sd/-
(Manoj Kumar Pandey)
Director
DIN-00057386

Sd/-
(Ajay Kumar Jain)
Director
DIN:00043349

Sd/-
(Vishal Saxena)
Company Secretary
DIN:01579368

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016 - STANDALONE

PARTICULARS	NOTE NO.	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
INCOME			
REVENUE FROM OPERATIONS	17	125,550,000.00	41,030,724.00
OTHER INCOME	18	17,815,170.12	12,818,810.10
TOTAL REVENUE		143,365,170.12	53,849,534.10
EXPENSES			
Purchases/Work-in-Progress-Construction Contracts		120,424,122.04	86,760,065.52
Change in inventory	19	(4,604,247.04)	(53,415,065.52)
Employee Benefit Expenses	20	3,478,192.00	2,805,225.00
Financial Expenses		8,243,786.45	7,415,556.90
Depreciation	9	2,906,679.42	2,103,784.16
Other Expenses	21	4,591,081.94	3,431,297.60
Total Expenses		135,039,614.81	49,100,863.66
Profit before exceptional and extraordinary items and tax		8,325,555.31	4,748,670.44
Extra Ordinary Items	22	(30,358.00)	(376,005.40)
Profit Before Tax		8,295,197.31	4,372,665.04
TAX EXPENSES			
Tax Adjustments for Earlier Years		(1,500.00)	(659,602.58)
Income Tax for the Year		(1,600,000.00)	(1,249,562.00)
Provision for Wealth Tax		-	(10,116.00)
Deferred Tax Asset		63,853.00	50,785.00
Profit for the Year		6,757,550.31	2,504,169.46
Weighted Average Number of Equity Shares		12,001,170	12,001,170
Basic/Diluted Earning Per Share		0.56	0.209
SIGNIFICANT ACCOUNTING POLICIES	1		

THE ACCOMPANYING NOTES TO ACCOUNTS ARE INTEGRAL PART OF FINANCIAL STATEMENTS
AS PER OUR REPORT OF EVEN DATE ATTACHED

For Kumar Piyush & Co.
Chartered Accountants
Firm Registration No.: 005120N
Sd/-

VIRENDRA KUMAR GOEL
Membership Number: 083705
Partner
Membership Number: 083705

Place : New Delhi
Date : May 30, 2016

Sd/-
(Manoj Kumar Pandey)
Director
DIN-00057386

Sd/-
(Ajay Kumar Jain)
Director
DIN:00043349

Sd/-
(Vishal Saxena)
Company Secretary
DIN:01579368

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

S.No.	PARTICULARS	31.03.2016 Rupees	31.03.2015 Rupees
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit Before Tax and Extraordinary Items	8,325,555.31	4,748,670.44
	Adjustments for :		
	Depreciation	2,906,679.42	2,103,784.16
	Preliminary, Deferred and Issue Expenses Written Off	-	-
	Deferred Tax Provision	(63,853.00)	(50,785.00)
	Interest and Other Income	(17,815,170.12)	(12,818,810.10)
	Interest Paid	8,243,786.45	7,415,556.90
	Prior Period Expenditure net of income	(30,358.00)	(376,005.40)
	Operating Profit Before Working Capital Changes	1,566,640.06	1,022,411.00
	Adjustments for:		
	Trade and Other Receivables	(23,980,379.10)	40,514,948.82
	Inventories	4,604,247.04	53,415,065.52
	Trade Payments	(3,347,741.14)	96,529,467.62
	Cash Generated from Operations	17,595,030.98	3,621,864.28
	Interest Paid	(8,243,786.45)	(7,415,556.90)
	Direct Taxes Paid	(1,537,647.00)	(1,868,495.58)
	CASH FLOW BEFORE EXTRAORDINARY ITEMS	7,813,597.53	(5,662,188.20)
	Net Cash from Operating Activities	7,813,597.53	(5,662,188.20)
B.	CASH FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	9,391,197.50	13,812,797.00
	Sale of Fixed Assets	-	(338,950.50)
	Purchase of Investments	29,494,010.00	-
	Interest and Other Income	(17,815,170.12)	(12,818,810.10)
	Net Cash from Investing Activities	21,070,037.38	655,036.40
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Share Capital	-	-
	Proceeds from Long Term Borrowings	12,348,690.49	7,249,444.24
	Proceeds from Other Borrowings	-	(614,219.34)
	Public Issue and Other Expenses	-	-
	Net Cash from Financing Activities	12,348,690.49	6,635,224.90
D.	NET INCREASE IN CASH AND CASH EQUIVALENTS	(907,749.36)	318,000.30
	Cash and Cash Equivalents at the beginning of the year	11,356,728.99	11,038,728.69
	Cash and Cash Equivalents at the end of the year	10,448,979.63	11,356,728.99

For Kumar Piyush & Co.
Chartered Accountants
Firm Registration No.: 005120N
Sd/-
VIRENDRA KUMAR GOEL
Membership Number: 083705
Partner
Membership Number: 083705

Sd/-
(Manoj Kumar Pandey)
Director
DIN-00057386
Sd/-
(Ajay Kumar Jain)
Director
DIN:00043349

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

NOTES TO ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

NOTE-1

SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Convention

The Financial Statements have been prepared to comply in all material respects with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The Accounting statements have been prepared under the historical cost convention on an accrual basis unless otherwise stated. The Accounting policies have been consistently applied by the Company are consistent with those used in the previous year.

B. Fixed Assets

Fixed Assets are stated at their original cost including freight, duties, taxes and other incidental expenses relating to the acquisition and installation and are net of credit under the Excise Modvat Scheme, wherever applicable. The Company capitalizes all costs relating to the acquisition and installation of fixed assets.

C. Depreciation

Depreciation on fixed assets for the year is computed on the Straight Line Method (SLM) as per the method prescribed in Schedule II to the Companies Act, 2013.

D. Borrowing Cost

Borrowing costs that are attributable to the acquisition of qualifying assets are capitalized as part of cost of such assets till such time assets become ready for their intended use. All other Borrowing costs are recognized as expenses in the year in which they are incurred.

E. Inventories

Land and Building

Direct expenses like cost at site, material used for project construction, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project and construction overheads are taken as the total cost of the respective project.

- (i) Work in progress, in the case of Real Estate Development projects, represents the cost incurred in respect of unsold area of the incomplete Real Estate Development projects.
- (ii) Stock of Plots and apartments, classified as stock in trade, are valued at cost or net realizable value whichever is lower.
- (iii) Building material purchased specifically for the projects are taken as consumed as and when received.

F. Revenue Recognition

Sale of Goods:

Sales include excise duty, where applicable and represent invoice value of goods sold as reduced by rebates and discounts.

Sale of Flats:

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

In respect of development projects undertaken by the company, revenue is recognized when the significant risks and rewards of ownership of the unit in real estate have passed to the buyer and the 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.

Construction Contracts:

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.

Real Estate Development Project:

The Company follows completed project method of accounting ("Project Completion Method of Accounting"). Allocable expenses incurred during the year are debited to work-in-progress account. The income is accounted for as and when the projects get completed or substantially completed and then 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.

Royalty:

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

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.

Rent:

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

G. 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.

H. Provision for Taxation

Current Income Tax is measured at the amount expected to be paid to the tax authorities in Accordance with the Income Tax Act.

I. Foreign Currency Translations

Translations in Foreign Currency are recorded by the applying the exchange rate at the date of transaction. Monetary items denominated in Foreign Currency remaining unsettled at the end of the year, are translated at the closing rates, prevailing on the Balance Sheet date. Exchange difference arising as a result of the above are recognized as income or expenses in the Profit and Loss Account except for exchange difference arising on a monetary item which, in substance, from part of the company's net Investment in a non-integral foreign operation which is accumulated in a foreign currency translation reserve until the disposal of the net investment.

J. Investments

Current investments are valued at lower of cost and fair market 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 shall be made only if such a decline is other than temporary.

K. Deferred Tax

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized. Deferred tax assets are recognized on carry forward or unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits. Unrecognized Deferred Tax Assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against such deferred tax assets can be realized.

L. 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 earnings per share comprises the weighted average number of shares considered for deriving

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

basic earnings 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.

M. Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

N. Impairment of Assets

As per Accounting Standard-28 issued by the Institute of Chartered Accountants of India, the company assesses at each Balance Sheet date whether there is any indication of impairment of carrying amount of the company's Assets. The recoverable amounts of such assets are estimated. If any indication exists, and impairment loss is recognized wherever the carrying amount of the assets exceeds its recoverable amount.

O. Provisions

A provision is recognized when an enterprise has a present obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligations, in respect of which a realizable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligations at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

P. 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.

Q. 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.

NOTES TO ACCOUNTS

23. Public Issue Account of Rs. 3,500/- (2014-2015 Rs. 3,500/-) is subject to reconciliation and confirmation.
24. Company had given an advance of Rs. 289,930/- (2014-2015 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.
25. There were no Micro and Small enterprises to whom amounts are outstanding for more than 45 days, as at March 31, 2016 (Previous Year Rs. Nil). As at March 31, 2016, no supplier has intimated the company about its status as Micro and Small enterprises or its registration with the appropriate authority under The Micro, Small and Medium Enterprises Development Act, 2006.
26. Confirmation from Debtors, Creditors and advances to and from various parties were not received and their balances are shown as appearing in the accounts.
27. During the year, the Company has made an advance of Rs.399,263.00 to a Party in foreign Currency for import of good.

28. Particulars in respect of Guarantees given and Securities provided:
- The Company had provided Corporate Guarantee and given a collateral security by way of equitable mortgage of its Properties, situated at Cuelim Village, Village Panchayat Cansaulim Arrosim, Taluka and Sub District Marmugao, Goa, in connection to the credit facility sanctioned to Sir Bio Tech India Limited', in the form of Import LC (usance period upto 180 days) from Bank of Baroda, Panjim Branch, Goa, vide sanction letter bearing reference number PAN/ADV/2014 dated May 17, 2014.
 - The Company had provided a Corporate Guarantee to Messrs. Shreesri Buildtech Private Limited, by way of extension over Equitable Mortgage of its property situated at Village Chaudharipur Pargana & Tehsil Bilhaur to State Bank of India, Birhana Road, Kanpur for facilitating FBWC Limit of Rs. 950.00 Lacs (Rupees Nine Hundred Fifty Lacs Only), vide sanction letter dated August 8, 2014.
 - The Company had provided a Corporate Guarantee to Messrs. Muskan Towers Private Limited, by way of extension over Equitable Mortgage of its property situated at Village Chaudharipur Pargana & Tehsil Bilhaur to State Bank of India, The Mall, Kanpur for facilitating Term Loan Rs. 500.00 Lacs (Rupees Five Hundred Only), vide sanction letter dated February 26, 2014.

29. Earnings Per Share

Net Profit After Tax	6,757,550.31
Weighted average no of shares outstanding (Equity shares of Rs.10/- each)	12,001,170
Basis/Diluted Earnings per share	0.56

The Company does not have any outstanding dilutive potential equity share. Consequently, the basic and diluted earnings per share remain the same.

30. Related Party Disclosures

a.) Following are Related Parties:

1. Key Management Personnel/Directors	Mr. Ajay Kumar Jain, Whole-Time-Director
2. Associate(s.)	Raghunath Builders Private Limited P.J. Softwares Private Limited Trendy Buildcom Private Limited Mangalam Infra Projects Private Limited
3. Individual and their relatives having significant influence over the company	Mr. Om Prakash Agrawal Mr. Jai Prakash Agrawal Mr. Sri Prakash Agrawal(HUF) Om Prakash Agrawal (HUF) Jai Prakash Agrawal (HUF) Smt. Geeta Agrawal Smt. Ranjana Agrawal Mrs. Alka Dalmia Mr. Yuvraj Dalmia Mr. Pulkit Dalmia Mr. Prakhar Dalmia
4. Enterprises over which persons mentioned in paragraph number (2) above exercise significant influence	Sir Bio Tech India Limited Jai Nest-Build Home Private Limited Lotus Infra Projects Private Limited Shreesri Buildtech Private Limited

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

Transactions	Key Management Personnel		Associates		Individual and their relatives having significant influence over the company and persons controlled by them		Enterprises that control or are controlled by the Company, its Directors and persons having significant influence over the Company	
	2015-2016	2014-2015	2015-2016	2014-2016	2015-2016	2014-2015	2015-2016	2014-2015
Salary and Perquisites	908,650	792,825		-		-		-
Interest Earned	-	-	-	-	-	-	5,779,247	1,883,710
Interest Paid	-	-	-	-	-	-	-	-
Rental Paid	-	-	60,000	60,000	360,000	360,000	-	-
Rental Received	-	-		-		-	240,000	240,000
Loan Given	-	-	-	-	-	-	-	64,965,000
Loan Received Back	-	-	-	-	-	-	8,689,605	9,025,608
Debit Balances Outstanding as at year end:								
Loan	-	-	-	-	-	-	57,886,736	61,375,019
Rentals	-	-	-	-	-	-	254,580	109,655
Credit Balances Outstanding as at year end:								
Rentals	-	-	-	-	900,000	540,000	60,000	-

31. Remuneration to Auditors:

Description	2015-2016	2014-2015
Audit Fee	400,000	400,000
Tax Audit Fee	100,000	100,000
Other Matters	-	33,000
Service Tax	70,000	65,879
Swatch Bharat Cess	2,500	-
Total	572,500	598,879

32. Note nos.1 to 31 forms an integral part of the Balance Sheet and Profit and Loss Account and have been duly authenticated.

For Kumar Piyush & Co.
Chartered Accountants
Firm Registration No.: 005120N

Sd/-
(Ajay Kumar Jain)
Director
DIN:00043349

Sd/-
(Manoj Kumar Pandey)
Director
DIN-00057386

Sd/-
VIRENDRA KUMAR GOEL
Membership Number: 083705
Partner
Membership Number: 083705

Place : New Delhi
Date : May 30, 2016

Sd/-
(Vishal Saxena)
Company Secretary
DIN:01579368



RTCL LIMITED

22-a - Segment Reporting as at March 31, 2016-Stanalone

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. 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.

Particulars	Trading/Agency		Departmental Store		Real Estate Developers		Unallocable		Total	
	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015
Sales/Receipts	3,650,738	10,131,328	-	-	125,550,000	41,030,724	14,164,432	2,687,482	143,365,170	53,849,534
Less: Inter-Segment Revenue	-	-	-	-	-	-	-	-	-	-
Total Revenue	3,650,738	10,131,328	-	-	125,550,000	41,030,724	14,164,432	2,687,482	143,365,170	53,849,534
Segment Results Before Interest, Extraordinary Items and Tax	3,650,738	10,131,328	-	-	9,730,125	7,685,724	3,188,479	(5,652,825)	16,569,342	12,164,227
Less: Interest	-	-	-	-	-	-	(8,243,786)	(7,415,557)	(8,243,786)	(7,415,557)
Profit/(Loss) Before Extraordinary Items and Tax	3,650,738	10,131,328	-	-	9,730,125	7,685,724	(5,055,308)	(13,068,382)	8,325,555	4,748,670
Extra Ordinary Items	-	-	-	-	-	-	(30,358)	(376,005)	(30,358)	(376,005)
Profit Before Tax	3,650,738	10,131,328	-	-	9,730,125	7,685,724	(5,085,666)	(13,444,387)	8,295,197	4,372,665
Current Tax	-	-	-	-	-	-	(1,601,500)	(1,919,281)	(1,601,500)	(1,919,281)
Deferred Tax	-	-	-	-	-	-	63,853	50,785	63,853	50,785
Profit After Tax	3,650,738	10,131,328	-	-	9,730,125	7,685,724	(6,623,313)	(15,312,883)	6,757,550	2,504,169
Segment Assets	-	-	-	-	118,953,160	126,376,560	253,887,369	230,769,323	372,840,530	357,145,883
Segment Liabilities	-	-	-	-	86,515,759	99,431,284	76,332,038	62,517,084	162,847,797	161,946,368
Total Cost to Acquire the Segment Assets	-	-	-	-	-	-	9,391,198	13,812,797	9,391,198	13,812,797
Segment Depreciation	-	-	-	-	-	-	2,906,679	2,103,784	2,906,679	2,103,784
Non Cash Expenses Other Than Depreciation	-	-	-	-	-	-	111,388	1,798,029	111,388	1,798,029

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

NOTES TO ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENTS AS AT MARCH 31, 2016

PARTICULARS	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
1A - Share Capital		
AUTHORISED		
15,000,000 (15,000,000) Equity Shares of Rs. 10/- each	150,000,000.00	150,000,000.00
ISSUED, SUBSCRIBED AND PAID UP		
12,001,170 (12,001,170) Equity Shares of Rs. 10/- each fully paid up	120,011,700.00	120,011,700.00
	120,011,700.00	120,011,700.00

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As At 31.03.2016		As At 31.03.2015	
	Nos.	Rupees	Nos.	Rupees
Equity Shares				
At the beginning of the year	12,001,170	120,011,700.00	12,001,170	120,011,700.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	12,001,170	120,011,700.00	12,001,170	120,011,700.00

b) Shares held by holding/ultimate holding and/or their subsidiaries/associates

	As At 31.03.2016		As At 31.03.2015	
	Nos.	% Holding	Nos.	% Holding
Raghunath Holdings and Finlease Private Limited	4,437,480	36.98	4,437,480	36.98
	4,437,480	36.98	4,437,480	36.98

c) Details of shareholders holding more than 5% in the company

	As At 31.03.2016		As At 31.03.2015	
	Nos.	% Holding	Nos.	% Holding
Raghunath Holdings and Finlease Private Limited	4,437,480	36.98	4,437,480	36.98
	4,437,480	36.98	4,437,480	36.98

2 - Reserves and surplus

GENERAL RESERVE

Balance as per last Balance Sheet	6,618,217.91	6,118,217.91
Add : Transferred from Statement of Profit and Loss	500,000.00	500,000.00
	7,118,217.91	6,618,217.91

Surplus in Statement of Profit and Loss

Balance brought forward from previous year	53,890,652.43	53,017,676.19
Add: Profit for the year	6,757,550.31	2,504,169.46
Less: Adjustment relating to Fixed Assets	-	1,131,193.21
Less: Transferred to General Reserve	500,000.00	500,000.00

Net Surplus	60,148,202.75	53,890,652.43
Total Reserves and Surplus	67,266,420.66	60,508,870.34
3 - Long-Term Borrowings		
3A. SECURED LOANS		
Loan against Hypothecation of Vehicles/Equipments:		
Punjab National Bank-JCB[Loan Account no. 072700IB00134490]	-	764,679.00
HDFC Bank Limited-JCB[Loan Account no. 81866259]	1,309,805.28	-
HDFC Bank Limited-JCB[Loan Account no. 81907442]	1,163,837.62	-
HDFC Bank Limited-Vehicle Loan[Account no. 27730955]	27,576.22	339,590.63
Kotak Mahindra Prime Limited-Vehicle Loan[Account no. CF-9501479]	-	104,902.00
Total - 3A	2,501,219.12	1,209,171.63
3B. UNSECURED LOANS		
Mandakini Motels Private Limited	925,000.00	925,000.00
SGM Club & Entertainment Private Limited	10,850,000.00	-
Total - 3B	11,775,000.00	925,000.00
Total Long Term Borrowings (3A+3B)	14,276,219.12	2,134,171.63
4 - Long-Term Provisions		
Gratuity	1,538,208.00	1,331,565.00
	1,538,208.00	1,331,565.00
5 - Short Term Borrowings		
SECURED LOANS		
State Bank Of India M.G.Marg, Kanpur	6,826,477.71	4,219,492.76
State Bank Of India Swaroop Nagar, Kanpur	49,828,849.97	49,959,760.50
Loan against Hypothecation of Vehicles/Equipments:		
Punjab National Bank-JCB[Loan Account no. 072700IB00134490]	764,679.00	815,231.00
HDFC Bank Limited-JCB[Loan Account no. 81866259]	404,522.72	-
HDFC Bank Limited-JCB[Loan Account no. 81907442]	359,441.38	-
HDFC Bank Limited-Vehicle Loan[Account no. 27730955]	312,014.41	279,639.03
Kotak Mahindra Prime Limited-Vehicle Loan[Account no. CF-9501479]	104,902.00	422,839.00
	58,600,887.19	55,696,962.29
6 - Trade Payables		
Trade Payable for Goods	9,854.96	9,854.96
Trade Payable for Expenses	1,426,948.00	1,368,969.00
Trade Payable for Construction	31,831,231.58	19,368,487.62
	33,268,034.54	20,747,311.58

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

7 - Other Current Liabilities

Unsecured Loan (From Kisan Krishi Yantra Udyog)	4,000,000.00	-
Advances from Customers (Real Estate)	54,578,672.00	79,956,941.00
Security Deposit from Tenants	96,000.00	96,000.00
Other Payables	-	12,464.00
Expenses Payable	111,388.00	1,798,029.00
	58,786,060.00	81,863,434.00

8 - Short-Term Provisions

8.1 Taxes:

Income Tax (Assessment Year 2013-2014)	17,271,847.09	17,271,847.09
Income Tax (Assessment Year 2014-2015)	696,804.00	696,804.00
Income Tax (Assessment Year 2015-2016)	1,249,562.00	1,249,562.00
Income Tax (Assessment Year 2016-2017)	1,600,000.00	-
Wealth Tax (Assessment Year 2015-2016)	10,116.00	10,116.00
TDS Payable	84,287.00	87,345.00
VAT Payable	2,316,000.00	-
Service Tax Payable (Net of Input)	1,564,266.00	1,363,224.00
	24,792,882.09	20,678,898.09

8.2 Others:

Employees Provident Fund	79,147.00	48,865.00
Employees State Insurance	20,272.00	3,660.00
Bonus	278,969.00	134,862.00
	378,388.00	187,387.00
Total	25,171,270.09	20,866,285.09



9 - Fixed Assets - Standalone

Particulars	Estimated Life of Assets	Balance as at April 1, 2015 (Rs.)	GROSS BLOCK		Balance as at March 31, 2016 (Rs.)	Depreciation			Adjusted with Retained Earnings (Rs.)	WRITTEN DOWN VALUE		
			Addition during the year (Rs.)	Deletions during the year (Rs.)		Balance as at April 1, 2015 (Rs.)	Depreciation during the Year (Rs.)	Adjustments During the Year (Rs.)		As at 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)	
Tangible Assets												
Land and Site Development	-	2,318,396.20	-	-	2,318,396.20	-	-	-	-	-	2,318,396.20	2,318,396.20
Office Building	60	1,806,207.18	-	-	1,806,207.18	1,306,698.63	11,100.19	-	-	1,317,798.82	488,408.36	488,408.36
Factory Building	30	17,906,219.90	-	-	17,906,219.90	15,066,675.05	188,704.54	-	-	15,255,379.60	2,650,840.30	2,839,544.85
Electric Installation (Factory)	0	1,802,496.44	-	-	1,802,496.44	1,760,870.43	20,813.00	-	-	1,781,683.43	20,813.01	41,626.01
Plant and Machinery	15	17,965,893.00	6,849,694.50	-	24,815,587.50	898,264.28	1,343,250.41	-	-	2,241,514.69	22,574,072.81	17,067,628.72
Generator & Concrete Pump	40	1,925,280.00	615,200.00	-	2,540,480.00	756,289.82	50,359.84	-	-	806,649.66	1,733,830.34	1,168,990.18
Furniture and Fixtures	10	1,528,009.38	-	-	1,528,009.38	1,219,737.62	58,942.96	-	-	1,278,680.58	249,328.80	308,271.76
Office Equipment	5	2,726,609.86	626,082.00	-	3,352,691.86	2,558,619.80	861.88	-	-	2,718,481.68	634,210.18	167,990.06
Computers	3	3,279,770.25	69,000.00	-	3,348,770.25	3,241,523.67	37,800.55	-	-	3,279,324.22	69,446.03	38,246.58
Vehicles	8	9,640,086.23	1,231,221.00	-	10,871,307.23	5,431,681.02	1,035,846.04	-	-	6,467,527.06	4,403,780.17	4,208,405.21
Tenancy Rights	-	1,500,000.00	-	-	1,500,000.00	-	-	-	-	-	1,500,000.00	1,500,000.00
Total		62,398,968.44	9,391,197.50	-	71,790,165.94	32,240,360.32	2,906,679.42	-	-	35,147,039.74	36,643,126.20	30,158,608.12
Previous year		51,034,396.15	13,812,797.00	-	(1,317,031.50)	63,530,161.65	31,114,657.16	-	-	2,103,784.16	(978,081.00)	32,240,360.32

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

PARTICULARS	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
10 - Non-Current Investments		
In Equity Shares of Associate Companies:		
(Long Term, Non-Trade, Fully Paid, Un-quoted and valued at Cost)		
9,300,000 (9,300,000) Equity Shares of Rs.1/- each in P. J. Softwares Private Limited -42.38% (42.38%)	9,300,000.00	9,300,000.00
7,146,000 (7,146,000) Equity Shares of Rs. 1/- each in Raghunath Builders Private Limited-31.11%	7,146,000.00	7,146,000.00
98,000 (98,000) Equity Shares Re. 1/- each in Trendy Buildcom Private Limited-39.52% (39.52%)	4,900,000.00	4,900,000.00
108,100 (108,100) Equity Shares Re. 1/- each in Mangalam Infra Projects Private Limited-44.86% (44.86%)	1,081,000.00	1,081,000.00
460,000 (460,000) Shares in Mandakini Motels Private Limited-21.30% (21.30%)	4,600,000.00	4,600,000.00
In Equity Shares of Others:		
6,585,090 (5,936,870) Equity Shares of Re. 1/- each in Sir Bio Tech India Limited-17.34% (15.64%)	63,741,010.00	34,247,000.00
1,100,000 (1,100,000) Equity Shares Re. 1/- each in Vinayak Shree Real Estate Private Limited-1.03% (1.03%)	1,320,000.00	1,320,000.00
181,800 (181,800) Equity Shares Re. 1/- each in Eternity Townships Private Limited-12.78% (12.78%)	3,999,600.00	3,999,600.00
226,700 (226,700) Equity Shares Re. 1/- each in Nine Square Farm House Private Limited-18.96% (18.96%)	1,133,500.00	1,133,500.00
27,550 (27,550) Equity Shares Re. 1/- Sunshine Realty Private Limited-6.15% (6..15%)	798,950.00	798,950.00
286,450 (286,450) Equity Shares Re. 1/- Lotus Infra Projects Private Limited- 7.11% (8.51%)	24,194,700.00	24,194,700.00
211,100 (211,100) Equity Shares Re. 1/- Shreesri Buildtech Private Limited-6.31% (6.31%)	5,699,700.00	5,699,700.00
	127,914,460.00	98,420,450.00
Aggregate Book Value of Unquoted Investments	127,914,460.00	98,420,450.00
11 - Deferred Tax Assets (net)		
a) Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.		
b) Break up of deferred tax assets/liabilities and reconciliation of current year tax charge is as follows:		
Deferred Tax Asset		
Opening Balance	314,717.00	263,932.00
Arising out of timing difference		
Tax impact of expenses charged in the financial statements but allowable as deductions in future years under income tax	63,853.00	50,785.00
(A)	378,570.00	314,717.00
Deferred Tax Liability		
Opening Balance	-	-
Arising out of timing difference		
Tax impact of expenses charged in the financial statements but allowable as deductions in future years under income tax		-
(B)	-	-
Net Deferred Tax Liability (A-B)	378,570.00	314,717.00

12 - Long-term loans & advances
Unsecured & Considered Good

Advances Recoverable in Cash or in Kind or for Value to be Received	695,429.00	160,026.00
Security Deposit	6,250.00	6,250.00
Stock-invest Recoverable	384,500.00	384,500.00
Loans Given	57,886,736.00	73,492,019.00
Advance for purchase of Land and Building	20,089,930.00	29,086,145.00
Advance to Parties for Construction Related Activities	708,656.50	-
Advance to Parties against Capital Goods	3,934,804.00	1,489,326.00
	83,706,305.50	104,618,266.00

13 - Inventories
(As valued and certified by the management)

Land and Building	87,957,024.86	83,352,777.82
	87,957,024.86	83,352,777.82

14 - Trade Receivables

Outstanding for more than 6 months	5,684,494.00	5,856,092.00
Outstanding for less than 6 months	578,251.00	6,592,219.60
	6,262,745.00	12,448,311.60

15 - Cash and cash equivalents

Cash at Kanpur Office	547,938.00	775,375.00
Cash at Delhi/Goa Office	21,695.64	1,221,695.64
Balance With Scheduled Banks in:		
Current Accounts	1,345,715.99	1,479,287.35
Public Issue Refund Payable Account	3,500.00	3,500.00
Fixed Deposit Accounts	8,530,130.00	7,876,871.00
	10,448,979.63	11,356,728.99

16 - Short -Term Loans & Advances

Advance Tax (Including TDS)	25,598,064.40	22,443,613.40
Prepaid Expenses	9,524.00	46,827.00
	25,607,588.40	22,490,440.40

17 - Revenue from Operations

Revenue from Contracts and Construced/Under Construction Properties	125,550,000.00	39,000,000.00
Rental Income	-	2,030,724.00
	125,550,000.00	41,030,724.00

18 - Other Income

Interest received	6,500,506.00	2,636,237.00
Rental Income	2,181,644.00	-
Commission Received	3,650,738.00	10,131,328.40
Rebate & Discount	-	10,406.00
Credit Balances, being Not Payable, Written Back	5,482,280.82	40,838.50
Miscellaneous Receipt(s.)	1.30	0.20
	17,815,170.12	12,818,810.10

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

19 - Change in Inventory		
Opening Stock:		
Land and Building	83,352,777.82	29,937,712.30
	83,352,777.82	29,937,712.30
Closing Stock:		
Land and Building	87,957,024.86	83,352,777.82
	87,957,024.86	83,352,777.82
INCREASE/(DECREASE) IN INVENTORY	4,604,247.04	53,415,065.52
20 - Employee Benefit Expenses		
Salary, Wages and Bonus	3,124,425.00	2,455,854.00
Contribution to Provident Fund	104,409.00	90,927.00
Contribution to Employees State Insurance Fund	36,870.00	32,028.00
Gratuity	206,643.00	169,282.00
Staff Welfare Expenses	5,845.00	57,134.00
	3,478,192.00	2,805,225.00
21-Other Expenses		
Insurance	45,315.00	63,689.00
Debit Credit Adjustment	47,165.74	-
Rent	514,930.00	509,196.00
Rates and Taxes	61,491.00	135,066.00
SB Cess	27,686.00	-
Watch & Wards Expenses	60,500.00	96,800.00
Generator Running and Electricity Expenses	42,770.00	114,250.00
Legal and Professional Charges	937,649.00	748,139.00
Web Hosting Charge	6,500.00	5,800.00
Advertisement and Publicity	153,900.00	163,065.00
Postage and Telephone	345,121.20	274,599.00
Travelling and Conveyance	106,240.00	130,903.00
Printing, Stationery and Computer Maintenance	125,493.00	168,969.00
Auditors' Remuneration	500,000.00	537,079.00
Internet Service Charges	9,600.00	5,750.00
Interest paid on Delayed Payment of TDS	3,496.00	147.00
Interest paid on Delayed Payment of Service Tax	1,021,802.00	214,213.00
Penalty - The Bombay Stock Exchange	-	30,337.00
Listing Fees	200,000.00	143,699.00
Vehical Running & Maintenance	77,710.00	-
Balances Written Off	-	4,370.60
Service Tax Demand	8,976.00	-
Account & CS Tainee	231,017.00	-
Repairs and Maintenance (Others)	48,884.00	70,594.00
Membership and Subscription	14,836.00	14,632.00
	4,591,081.94	3,431,297.60
22-Extra Ordinary Items		
Prior Period Insurance Expenses	(30,358.00)	-
Interest Receipt on STDR	-	(352,838.90)
Prior Period Rental Income	-	5,784.00
Loss on Sale of Fixed Assets	-	(28,950.50)
	(30,358.00)	(376,005.40)

Kumar Piyush & Co.

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF RTCL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of RTCL LIMITED ('the Company') and its subsidiaries/ joint ventures/associates (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Profit and Loss Statement and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

- (a) in the case of Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2016,
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of Consolidated Cash Flow Statement, of the cash flow for the year ended on that date.

Kumar Piyush & Co.

CHARTERED ACCOUNTANTS

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and operating of such controls, refer to our separate report in Annexure "A" and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Holding Company, subsidiary companies, associate companies and jointly controlled companies, incorporated in India, does not have pending litigations, which would impact its financial impact.
 - b. The Holding Company, subsidiary companies, associate companies and jointly controlled companies incorporated in India did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

Other Matter

We did not audit the financial statements/consolidated financial statements of certain subsidiaries, Associates whose financial statements/consolidated financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

Our report is not qualified in respect of other matters.

For Kumar Piyush & Co.
Chartered Accountants
Firm Regn. No: 005120N

Sd/-

Virendra Kumar Goel

Partner

Membership No.: 083705

Place : New Delhi

Dated : May 30, 2016

Kumar Piyush & Co.

CHARTERED ACCOUNTANTS

Annexure-"A"

Annexure to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub section 3 of Section 143, of The Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of RTCL Limited (The Holding Company) and its Associates Companies while incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Director of the Holding Company and its Associates Companies which are company incorporated in India is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Kumar Piyush & Co.
CHARTERED ACCOUNTANTS

Opinion

In our opinion, the Holding Company and its Associates Companies which are incorporated in India, have in, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Kumar Piyush & Co.
Chartered Accountants
Firm Regn. No: 005120N**

**Sd/-
Virendra Kumar Goel
Partner
Membership No.: 083705**

**Place: New Delhi
Dated: May 30, 2016**



RTCL LIMITED

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

PARTICULARS	Note No.	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1A	120,011,700.00	120,011,700.00
(b) Reserves and Surplus	2	157,883,411.68	148,367,244.07
(2) NON - CURRENT LIABILITIES			
(a) Long - Term Borrowings	3	14,276,219.12	2,134,171.63
(b) Long - Term Provisions	4	1,538,208.00	1,331,565.00
(3) CURRENT LIABILITIES			
(a) Short - Term Borrowings	5	58,600,887.19	55,696,962.29
(b) Trade Payables	6	33,268,034.54	20,747,311.58
(c) Other Current Liabilities	7	58,786,060.00	81,863,434.00
(d) Short - Term Provisions	8	25,171,270.09	20,866,285.09
		469,535,790.62	451,018,673.65
II. ASSETS			
(1) Non - Current Assets			
Fixed Assets			
(a) Tangible Assets	9	36,643,126.20	30,158,608.12
(b) Non - Current Investments	10	218,531,451.02	186,278,823.72
(c) Deferred Tax Assets (Net)	11	378,570.00	314,717.00
(d) Long - Term Loans & Advances	12	83,706,305.50	104,618,266.00
(2) Current Assets			
(a) Inventories	13	87,957,024.86	83,352,777.82
(b) Trade Receivables	14	6,262,745.00	12,448,311.60
(c) Cash and Cash Equivalents	15	10,448,979.63	11,356,728.99
(d) Short-Term Loans and Advances	16	25,607,588.40	22,490,440.40
TOTAL		469,535,790.62	451,018,673.65

SIGNIFICANT ACCOUNTING POLICIES

1

The Accompanying notes to accounts are integral part of Financial Statements

As per our report of even date attached
For Kumar Piyush & Co.
Chartered Accountants
Firm Registration No.: 005120N

Sd/-
VIRENDRA KUMAR GOEL
Membership Number: 083705
Partner
Membership Number: 083705

Place : New Delhi
Date : May 30, 2016

Sd/-
(Manoj Kumar Pandey)
Director
DIN-00057386

Sd/-
(Ajay Kumar Jain)
Director
DIN:00043349

Sd/-
(Vishal Saxena)
Company Secretary
DIN:01579368

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

NOTES TO ACCOUNTS FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2016

PARTICULARS	NOTE NO.	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
INCOME			
REVENUE FROM OPERATIONS	17	125,550,000.00	41,030,724.00
OTHER INCOME	18	17,815,170.12	12,818,810.10
TOTAL REVENUE		143,365,170.12	53,849,534.10
EXPENSES			
Purchases/Work-in-Progress-Construction Contracts		120,424,122.04	86,760,065.52
Change in inventory	19	(4,604,247.04)	(53,415,065.52)
Employee Benefit Expenses	20	3,478,192.00	2,805,225.00
Financial Expenses		8,243,786.45	7,415,556.90
Depreciation	9	2,906,679.42	2,103,784.16
Other Expenses	21	4,591,081.94	3,431,297.60
Total Expenses		135,039,614.81	49,100,863.66
Profit before exceptional and extraordinary items and tax		8,325,555.31	4,748,670.44
Extra Ordinary Items	22	(30,358.00)	(376,005.40)
Profit Before Tax		8,295,197.31	4,372,665.04
TAX EXPENSES			
Tax Adjustments for Earlier Years		(1,500.00)	(659,602.58)
Income Tax for the Year		(1,600,000.00)	(1,249,562.00)
Provision for Wealth Tax		-	(10,116.00)
Deferred Tax Asset		63,853.00	50,785.00
Profit for the Year		6,757,550.31	2,504,169.46
(i) Profit for the Associates		2,758,617.30	260,260.87
Profit for the Year		9,516,167.62	2,764,430.33
Weighted Average Number of Equity Shares		12,001,170	12,001,170
Basic/Diluted Earning Per Share		0.79	0.23
SIGNIFICANT ACCOUNTING POLICIES 1			
THE ACCOMPANYING NOTES TO ACCOUNTS ARE INTEGRAL PART OF FINANCIAL STATEMENTS AS PER OUR REPORT OF EVEN DATE ATTACHED			
<p>For Kumar Piyush & Co. Chartered Accountants Firm Registration No.: 005120N Sd/- VIRENDRA KUMAR GOEL Membership Number: 083705 Partner Membership Number: 083705 Place : New Delhi Date : May 30, 2016</p>		<p style="text-align: right;">Sd/- (Manoj Kumar Pandey) Director DIN-00057386 Sd/- (Ajay Kumar Jain) Director DIN:00043349 Sd/- (Vishal Saxena) Company Secretary DIN:01579368</p>	



RTCL LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

S.No.	PARTICULARS	31.03.2016 Rupees	31.03.2015 Rupees
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit Before Tax and Extraordinary Items	11,084,172.61	5,008,931.31
	Adjustments for :		
	Depreciation	2,906,679.42	2,103,784.16
	Preliminary, Deferred and Issue Expenses Written Off	-	-
	Deferred Tax Provision	(63,853.00)	(50,785.00)
	Interest and Other Income	(17,815,170.12)	(12,818,810.10)
	Interest Paid	8,243,786.45	7,415,556.90
	Prior Period Expenditure net of income	(30,358.00)	(376,005.40)
	Operating Profit Before Working Capital Changes	11,709,545.08	8,406,698.71
	Adjustments for:		
	Trade and Other Receivables	(23,980,379.10)	40,514,948.82
	Inventories	4,604,247.04	53,415,065.52
	Trade Payments	(3,347,741.14)	96,529,467.62
	Cash Generated from Operations	27,737,936.00	11,006,151.99
	Interest Paid	(8,243,786.45)	(7,415,556.90)
	Direct Taxes Paid	(1,537,647.00)	(1,868,495.58)
	CASH FLOW BEFORE EXTRAORDINARY ITEMS	17,956,502.55	1,722,099.51
	Net Cash from Operating Activities	17,956,502.55	1,722,099.51
B.	CASH FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	9,391,197.50	13,812,797.00
	Sale of Fixed Assets	-	(338,950.50)
	Purchase of Investments	120,111,001.02	87,858,373.72
	Interest and Other Income	(17,815,170.12)	(12,818,810.10)
	Net Cash from Investing Activities	111,687,028.40	88,513,410.12
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Share Capital	80,474,086.01	80,474,086.01
	Proceeds from Long Term Borrowings	12,348,690.49	7,249,444.24
	Proceeds from Other Borrowings	-	(614,219.34)
	Public Issue and Other Expenses	-	-
	Net Cash from Financing Activities	92,822,776.50	87,109,310.91
D.	NET INCREASE IN CASH AND CASH EQUIVALENTS	(907,749.35)	318,000.30
	Cash and Cash Equivalents at the beginning of the year	11,356,728.99	11,038,728.69
	Cash and Cash Equivalents at the end of the year	10,448,979.64	11,356,728.99

For Kumar Piyush & Co.
Chartered Accountants
Firm Registration No.: 005120N

Sd/-
VIRENDRA KUMAR GOEL
Membership Number: 083705
Partner
Membership Number: 083705

Place : New Delhi
Date : May 30, 2016

Sd/-
(Manoj Kumar Pandey)
Director
DIN-00057386

Sd/-
(Ajay Kumar Jain)
Director
DIN:00043349

Sd/-
(Vishal Saxena)
Company Secretary
DIN:01579368

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

1 SIGNIFICANT ACCOUNTING POLICIES

I BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

II PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to RTCL LIMITED ('the Company') and its subsidiary companies, associates and joint ventures. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements".
- b) Interest in Joint Ventures (if any) has been accounted by using the proportionate consolidation method as per Accounting Standard (AS) 27 - "Financial Reporting of Interest in Joint Ventures".
- c) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Exchange Fluctuation Reserve.
- (d) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- (e) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- (f) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- (g) Investment in Associate Companies has been accounted under the equity method as per Accounting Standard (AS) 23 - "Accounting for Investments in Associates in Consolidated Financial Statements".
- (h) The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Profit and Loss Statement, to the extent such change is attributable to the associates' Profit and Loss Statement and through its reserves for the balance based on available information.
- i) The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- j) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- k) The list of subsidiary companies, joint ventures and associates which are included in the Consolidation and the Group's holdings therein are as under:



RTCL LIMITED

Name of the Company	Ownership in % either directly or through Subsidiaries		Country of Incorporation
	2015-2016	2014-2015	
Associate:			
(i) Raghunath Builder Private Limited	31.11%	31.11%	India
(ii) P. J. Softwares Private Limited	42.38%	42.38%	India
(iii) Trendy Buildcom Private Limited	39.52%	39.52%	India
(iv) Mangalam Infra Projects Private Limited	44.86%	44.86%	India
(v) Mandakini Motels Private Limited	21.30%	21.30%	India

Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS)-13 on "Accounting for Investments".

1A OTHER NOTES TO ACCOUNTS AND SIGNIFICANTS ACCOUNTING POLICIES

These are set out under "Notes to Accounts and Significant Accounting Policies" as given in the Company's standalone financial statements.

For Kumar Piyush & Co.
Chartered Accountants
Firm Registration No.: 005120N

Sd/-
(Manoj Kumar Pandey)
Director
DIN-00057386

Sd/-
VIRENDRA KUMAR GOEL
Membership Number: 083705
Partner
Membership Number: 083705

Sd/-
(Ajay Kumar Jain)
Director
DIN:00043349

Place : New Delhi
Date : May 30, 2016

Sd/-
(Vishal Saxena)
Company Secretary
DIN:01579368

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

23 - Consolidated Segment Reporting as at March 31, 2016

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. 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.

Particulars	Trading/Agency		Departmental Store		Real Estate Developers		Unallocable		Total	
	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015
Sales/Receipts	3,650,738	10,131,328	-	-	125,550,000	41,030,724	14,164,432	2,687,482	143,365,170	53,849,534
Less: Inter Segment Revenue	-	-	-	-	-	-	-	-	-	-
Total Revenue	3,650,738	10,131,328	-	-	125,550,000	41,030,724	14,164,432	2,687,482	143,365,170	53,849,534
Segment Results Before Interest, Extraordinary Items and Tax	3,650,738	10,131,328	-	-	9,730,125	7,685,724	3,186,479	(5,652,825)	16,569,342	12,164,227
Less: Interest	-	-	-	-	-	-	(8,243,786)	(7,415,557)	(8,243,786)	(7,415,557)
Profit/(Loss) Before Extraordinary Items and Tax	3,650,738	10,131,328	-	-	9,730,125	7,685,724	(5,055,308)	(13,068,382)	8,325,555	4,748,670
Extra Ordinary Items	-	-	-	-	-	-	(30,358)	(376,005)	(30,358)	(376,005)
Profit Before Tax	3,650,738	10,131,328	-	-	9,730,125	7,685,724	(5,085,666)	(13,444,387)	8,295,197	4,372,665
Current Tax	-	-	-	-	-	-	(1,601,500)	(1,919,281)	(1,601,500)	(1,919,281)
Deferred Tax	-	-	-	-	-	-	63,853	50,785	63,853	50,785
Profit After Tax	3,650,738	10,131,328	-	-	9,730,125	7,685,724	(6,623,313)	(15,312,883)	6,757,550	2,504,169
Profit After Tax of Associates	-	-	-	-	-	-	2,758,617	260,261	2,758,617	260,261
Consolidated Profit After Tax	3,650,738	10,131,328	-	-	9,730,125	7,685,724	(3,864,695)	(15,052,622)	9,516,168	2,764,430
Segment Assets	-	-	-	-	118,953,160	126,376,560	350,204,060	324,327,396	469,157,221	450,703,957
Segment Liabilities	-	-	-	-	86,515,759	99,431,284	76,332,038	62,517,084	162,847,797	161,948,368
Total Cost to Acquire the Segment Assets	-	-	-	-	-	-	9,391,198	13,812,797	9,391,198	13,812,797
Segment Depreciation	-	-	-	-	-	-	2,906,679	2,103,784	2,906,679	2,103,784
Non Cash Expenses Other Than Depreciation	-	-	-	-	-	-	111,388	1,798,029	111,388	1,798,029

NOTES TO ACCOUNTS FORMING PART OF THE FINANCIAL STATEMENTS AS AT MARCH 31, 2016

PARTICULARS	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
1A - Share Capital		
AUTHORISED		
15,000,000 (15,000,000) Equity Shares of Rs. 10/- each	150,000,000.00	150,000,000.00
ISSUED, SUBSCRIBED AND PAID UP		
12,001,170 (12,001,170) Equity Shares of Rs. 10/- each fully paid up	120,011,700.00	120,011,700.00
	120,011,700.00	120,011,700.00

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As At 31.03.2016		As At 31.03.2015	
	Nos.	Rupees	Nos.	Rupees
Equity Shares				
At the beginning of the year	12,001,170	120,011,700.00	12,001,170	120,011,700.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	12,001,170	120,011,700.00	12,001,170	120,011,700.00

b) Shares held by holding/ultimate holding and/or their subsidiaries/associates

	As At 31.03.2016		As At 31.03.2015	
	Nos.	% Holding	Nos.	% Holding
Raghunath Holdings and Finlease Private Limited	4,437,480	36.98	4,437,480	36.98
	4,437,480	36.98	4,437,480	36.98

c) Details of shareholders holding more than 5% in the company

	As At 31.03.2016		As At 31.03.2015	
	Nos.	% Holding	Nos.	% Holding
Raghunath Holdings and Finlease Private Limited	4,437,480	36.98	4,437,480	36.98
	4,437,480	36.98	4,437,480	36.98

2 - Reserves and surplus
GENERAL RESERVE

Balance as per last Balance Sheet	6,618,217.91	6,118,217.91
Add : Transferred from Statement of Profit and Loss	500,000.00	500,000.00
	7,118,217.91	6,618,217.91

Security Premium

Post Acquisition Premium of Associates :	80,474,086.01	80,474,086.01
Additions during the Year	-	-
	80,474,086.01	80,474,086.01

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

Surplus in Statement of Profit and Loss

Balance brought forward from previous year	53,890,652.43	53,017,676.19
Add: Profit for the year	6,757,550.31	2,504,169.46
Less: Adjustment relating to Fixed Assets	-	1,131,193.21
Less: Transferred to General Reserve	500,000.00	500,000.00
Net Surplus	60,148,202.75	53,890,652.43

Reserve and Surplus of Associates

Post Acquisition reserve and surplus of Associates	7,384,287.72	7,124,026.84
Additions during the Year	2,758,617.30	260,260.87
	10,142,905.02	7,384,287.72
	157,883,411.68	148,367,244.07

3 - Long-Term Borrowings

3A. SECURED LOANS

Loan against Hypothecation of Vehicles/Equipments:

Punjab National Bank-JCB[Loan Account no. 072700IB00134490]	-	764,679.00
HDFC Bank Limited-JCB[Loan Account no. 81866259]	1,309,805.28	-
HDFC Bank Limited-JCB[Loan Account no. 81907442]	1,163,837.62	-
HDFC Bank Limited-Vehicle Loan[Account no. 27730955]	27,576.22	339,590.63
Kotak Mahindra Prime Limited-Vehicle Loan[Account no. CF-9501479]	-	104,902.00
Total - 3A	2,501,219.12	1,209,171.63

3B. UNSECURED LOANS

Mandakini Motels Private Limited	925,000.00	925,000.00
SGM Club & Entertainment Private Limited	10,850,000.00	-
Total - 3B	11,775,000.00	925,000.00

Total Long Term Borrowings (3A+3B)

14,276,219.12	2,134,171.63
----------------------	---------------------

4 - Long-Term Provisions

Gratuity	1,538,208.00	1,331,565.00
	1,538,208.00	1,331,565.00

5 - Short Term Borrowings

SECURED LOANS

State Bank Of India M.G.Marg,Kanpur	6,826,477.71	4,219,492.76
State Bank Of India Swaroop Nagar ,Kanpur	49,828,849.97	49,959,760.50
Loan against Hypothecation of Vehicles/Equipments:		
Punjab National Bank-JCB[Loan Account no. 072700IB00134490]	764,679.00	815,231.00
HDFC Bank Limited-JCB[Loan Account no. 81866259]	404,522.72	-
HDFC Bank Limited-JCB[Loan Account no. 81907442]	359,441.38	-
HDFC Bank Limited-Vehicle Loan[Account no. 27730955]	312,014.41	279,639.03
Kotak Mahindra Prime Limited-Vehicle Loan[Account no. CF-9501479]	104,902.00	422,839.00
	58,600,887.19	55,696,962.29

6 - Trade Payables

Trade Payable for Goods	9,854.96	9,854.96
Trade Payable for Expenses	1,426,948.00	1,368,969.00
Trade Payable for Construction	31,831,231.58	19,368,487.62
	33,268,034.54	20,747,311.58



RTCL LIMITED

7 - Other Current Liabilities

Unsecured Loan (From Kisan Krishi Yantra Udyog)	4,000,000.00	-
Advances from Customers (Real Estate)	54,578,672.00	79,956,941.00
Security Deposit from Tenants	96,000.00	96,000.00
Other Payables	-	12,464.00
Expenses Payable	111,388.00	1,798,029.00
	58,786,060.00	81,863,434.00

8 - Short-Term Provisions

8.1 Taxes:

Income Tax (Assessment Year 2013-2014)	17,271,847.09	17,271,847.09
Income Tax (Assessment Year 2014-2015)	696,804.00	696,804.00
Income Tax (Assessment Year 2015-2016)	1,249,562.00	1,249,562.00
Income Tax (Assessment Year 2016-2017)	1,600,000.00	-
Wealth Tax (Assessment Year 2015-2016)	10,116.00	10,116.00
TDS Payable	84,287.00	87,345.00
VAT Payable	2,316,000.00	-
Service Tax Payable (Net of Input)	1,564,266.00	1,363,224.00
	24,792,882.09	20,678,898.09

8.2 Others:

Employees Provident Fund	79,147.00	48,865.00
Employees State Insurance	20,272.00	3,660.00
Bonus	278,969.00	134,862.00
	378,388.00	187,387.00
Total	25,171,270.09	20,866,285.09

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

9 - FConsolidated Fixed Assets

Particulars	Estimated Life of Assets	GROSS BLOCK				Depreciation				Adjusted with Retained Earnings (In Rupees) (Rs.)	WRITTEN DOWN VALUE		
		Balance as at April 1, 2015 (Rs.)	Addition during the year (In Rupees) (Rs.)	Deletions during the year (In Rupees) (Rs.)	Balance as at March 31, 2016 (Rs.)	Balance as at April 1, 2015 (Rs.)	Depreciation during the Year (In Rupees) (Rs.)	Adjustments During the year Rupees (Rs.)	Balance as at March 31, 016 (Rs.)		As at 31.03.2016 (In Rupees) (Rs.)	As at 31.03.2015 (In Rupees) (Rs.)	
Tangible Assets													
Land and Site Development	-	2,318,396.20	-	-	2,318,396.20	-	-	-	-	-	-	2,318,396.20	2,318,396.20
Office Building	60	1,806,207.18	-	-	1,806,207.18	1,306,698.63	11,100.19	-	1,317,798.82	-	-	488,408.36	499,508.55
Factory Building	30	17,906,219.90	-	-	17,906,219.90	15,066,675.05	188,704.54	-	15,255,379.60	-	-	2,650,840.30	2,839,544.85
Electric Installation (Factory)	10	1,802,496.44	-	-	1,802,496.44	1,760,870.43	20,813.00	-	1,781,683.43	-	-	20,813.01	41,626.01
Plant and Machinery	15	17,965,893.00	6,849,694.50	-	24,815,587.50	898,264.28	1,343,250.41	-	2,241,514.69	-	-	22,574,072.81	17,067,628.72
Generator & Concrete Pump	40	1,925,280.00	615,200.00	-	2,540,480.00	756,289.82	50,359.84	-	806,649.66	-	-	1,733,830.34	1,168,990.18
Furniture and Fixtures	10	1,528,009.38	-	-	1,528,009.38	1,219,737.62	58,942.96	-	1,278,680.58	-	-	249,328.80	308,271.76
Office Equipment	5	2,726,609.86	626,082.00	-	3,352,691.86	2,558,619.80	861.88	-	2,718,481.68	-	-	634,210.18	167,990.06
Computers	3	3,279,770.25	69,000.00	-	3,348,770.25	3,241,523.67	37,800.55	-	3,279,324.22	-	-	69,446.03	38,246.58
Vehicles	8	9,640,086.23	1,231,221.00	-	10,871,307.23	5,431,681.02	1,035,846.04	-	6,467,527.06	-	-	4,403,780.17	4,208,405.21
Tenancy Rights	-	1,500,000.00	-	-	1,500,000.00	-	-	-	-	-	-	1,500,000.00	1,500,000.00
Total		62,398,968.44	9,391,197.50	-	71,790,165.94	32,240,360.32	2,906,679.42	-	35,147,039.74	-	-	36,643,126.20	30,158,608.12
Previous year		51,034,396.15	13,812,797.00	1,317,031.50	63,530,165.65	31,114,657.16	2,103,784.16	6,988,000.00	32,240,360.32	1,131,193.21	-	30,158,608.11	19,919,738.99



RTCL LIMITED

PARTICULARS	As At 31.03.2016 (Rs.)	As At 31.03.2015 (Rs.)
10 - Non-Current Investments		
In Equity Shares of Associate Companies:		
(Long Term, Non-Trade, Fully Paid, Un-quoted and valued at Cost)		
9,300,000 (9,300,000) Equity Shares of Rs.1/- each in P. J. Softwares Private Limited -42.38% (42.38%) (Capital Reserves amounting to Rs. 38,464.15)	77,254,843.60	77,038,364.56
7,146,000 (7,146,000) Equity Shares of Rs. 1/- each in Raghunath Builders Private Limited-31.11%(31.11%) (Capital Reserves amounting to Rs. 24,07,866.19)	27,348,490.15	26,990,881.97
98,000 (98,000) Equity Shares Re. 1/- each in Trendy Buildcom Private Limited-39.52% (39.52%) (Goodwill amounting to Rs.19,49,612.78)	4,900,000.00	4,900,000.00
108,100 (108,100) Equity Shares Re. 1/- each in Mangalam Infra Projects Private Limited-44.86% (44.86%) (Goodwill amounting to Rs. 81,756.10)	3,258,809.45	1,106,014.38
460,000 (460,000) Shares in Mandakini Motels Private Limited-21.30% (21.30%) (Goodwill amounting to Rs. 66,397.90)	4,881,847.82	4,850,112.81
In Equity Shares of Others:		
6,585,090 (5,936,870) Equity Shares of Re. 1/- each in Sir Bio Tech India Limited-17.34% (15.64%)	63,741,010.00	34,247,000.00
1,100,000 (1,100,000) Equity Shares Re. 1/- each in Vinayak Shree Real Estate Private Limited-1.03% (1.03%)	1,320,000.00	1,320,000.00
181,800 (181,800) Equity Shares Re. 1/- each in Eternity Townships Private Limited-12.78% (12.78%)	3,999,600.00	3,999,600.00
226,700 (226,700) Equity Shares Re. 1/- each in Nine Square Farm House Private Limited-18.96% (18.96%)	1,133,500.00	1,133,500.00
27,550 (27,550) Equity Shares Re. 1/- Sunshine Realty Private Limited-6.15% (6.15%)	798,950.00	798,950.00
286,450 (286,450) Equity Shares Re. 1/- Lotus Infra Projects Private Limited- 7.11% (8.51%)	24,194,700.00	24,194,700.00
211,100 (211,100) Equity Shares Re. 1/- Shreesri Buildtech Private Limited-6.31% (6.31%)	5,699,700.00	5,699,700.00
	218,531,451.02	186,278,823.72
Aggregate Book Value of Unquoted Investments	218,531,451.02	186,278,823.72
11 - Deferred Tax Assets (net)		
a) Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.		
b) Break up of deferred tax assets/liabilities and reconciliation of current year tax charge is as follows:		
Deferred Tax Asset		
Opening Balance	314,717.00	263,932.00
Arising out of timing difference		
Tax impact of expenses charged in the financial statements but allowable as deductions in future years under income tax	63,853.00	50,785.00
(A)	378,570.00	314,717.00
Deferred Tax Liability		
Opening Balance	-	-
Arising out of timing difference		
Tax impact of expenses charged in the financial statements but allowable as deductions in future years under income tax		-
(B)	-	-
Net Deferred Tax Liability (A-B)	378,570.00	314,717.00

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

12 - Long-term loans & advances

Unsecured & Considered Good

Advances Recoverable in Cash or in Kind or for Value to be Received	695,429.00	160,026.00
Security Deposit	6,250.00	6,250.00
Stock-invest Recoverable	384,500.00	384,500.00
Loans Given	57,886,736.00	73,492,019.00
Advance for purchase of Land and Building	20,089,930.00	29,086,145.00
Advance to Parties for Construction Related Activities	708,656.50	-
Advance to Parties against Capital Goods	3,934,804.00	1,489,326.00
	83,706,305.50	104,618,266.00

13 - Inventories

(As valued and certified by the management)

Land and Building	87,957,024.86	83,352,777.82
	87,957,024.86	83,352,777.82

14 - Trade Receivables

Outstanding for more than 6 months	5,684,494.00	5,856,092.00
Outstanding for less than 6 months	578,251.00	6,592,219.60
	6,262,745.00	12,448,311.60

15 - Cash and cash equivalents

Cash at Kanpur Office	547,938.00	775,375.00
Cash at Delhi/Goa Office	21,695.64	1,221,695.64
Balance With Scheduled Banks in:		
Current Accounts	1,345,715.99	1,479,287.35
Public Issue Refund Payable Account	3,500.00	3,500.00
Fixed Deposit Accounts	8,530,130.00	7,876,871.00
	10,448,979.63	11,356,728.99

16 - Short -Term Loans & Advances

Advance Tax (Including TDS)	25,598,064.40	22,443,613.40
Prepaid Expenses	9,524.00	46,827.00
	25,607,588.40	22,490,440.40

17 - Revenue from Operations

Revenue from Contracts and Constructed/Under Construction Properties	125,550,000.00	39,000,000.00
Rental Income	-	2,030,724.00
	125,550,000.00	41,030,724.00

18 - Other Income

Interest received	6,500,506.00	2,636,237.00
Rental Income	2,181,644.00	-
Commission Received	3,650,738.00	10,131,328.40
Rebate & Discount	-	10,406.00
Credit Balances, being Not Payable, Written Back	5,482,280.82	40,838.50
Miscellaneous Receipt(s.)	1.30	0.20
	17,815,170.12	12,818,810.10

19 - Change in Inventory
Opening Stock:

Land and Building	83,352,777.82	29,937,712.30
	83,352,777.82	29,937,712.30

Closing Stock:

Land and Building	87,957,024.86	83,352,777.82
	87,957,024.86	83,352,777.82

INCREASE/(DECREASE) IN INVENTORY	4,604,247.04	53,415,065.52
---	---------------------	----------------------

20 - Employee Benefit Expenses

Salary, Wages and Bonus	3,124,425.00	2,455,854.00
Contribution to Provident Fund	104,409.00	90,927.00
Contribution to Employees State Insurance Fund	36,870.00	32,028.00
Gratuity	206,643.00	169,282.00
Staff Welfare Expenses	5,845.00	57,134.00
	3,478,192.00	2,805,225.00

21-Other Expenses

Insurance	45,315.00	63,689.00
Debit Credit Adjustment	47,165.74	-
Rent	514,930.00	509,196.00
Rates and Taxes	61,491.00	135,066.00
SB Cess	27,686.00	-
Watch & Wards Expenses	60,500.00	96,800.00
Generator Running and Electricity Expenses	42,770.00	114,250.00
Legal and Professional Charges	937,649.00	748,139.00
Web Hosting Charge	6,500.00	5,800.00
Advertisement and Publicity	153,900.00	163,065.00
Postage and Telephone	345,121.20	274,599.00
Travelling and Conveyance	106,240.00	130,903.00
Printing, Stationery and Computer Maintenance	125,493.00	168,969.00
Auditors' Remuneration	500,000.00	537,079.00
Internet Service Charges	9,600.00	5,750.00
Interest paid on Delayed Payment of TDS	3,496.00	147.00
Interest paid on Delayed Payment of Service Tax	1,021,802.00	214,213.00
Penalty - The Bombay Stock Exchange	-	30,337.00
Listing Fees	200,000.00	143,699.00
Vehical Running & Maintenance	77,710.00	-
Balances Written Off	-	4,370.60
Service Tax Demand	8,976.00	-
Account & CS Tainee	231,017.00	-
Repairs and Maintenance (Others)	48,884.00	70,594.00
Membership and Subscription	14,836.00	14,632.00
	4,591,081.94	3,431,297.60

22-Extra Ordinary Items

Prior Period Insurance Expenses	(30,358.00)	-
Interest Receipt on STDR	-	(352,838.90)
Prior Period Rental Income	-	5,784.00
Loss on Sale of Fixed Assets	-	(28,950.50)
	(30,358.00)	(376,005.40)

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

Form AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/ JOINT VENTURES OF

RTCL Limited

AS AT MARCH 31, 2016

PART "A": SUBSIDIARIES

Sl. No.	Particulars	Details
1.	Name of the subsidiary	N/A
2.	Reporting Currency	N/A
3.	Nos of Share Capital	N/A
4.	Nos of Share Capital Hold	N/A
5.	Share Capital (Rupees)	N/A
6.	Reserve & Surplus (Rupees)	N/A
7.	Total Asset (Rupees)	N/A
8.	Total Liabilities (Rupees)	N/A
9.	Investment (Rupees)	N/A
10.	Turnover (Rupees)	N/A
11.	Profit before taxation (Rupees)	N/A
12.	Provision for taxation (Rupees)	N/A
13.	Profit after taxation (Rupees)	N/A
14.	Proposed Dividend (Rupees)	N/A
15.	% of shareholding (Rupees)	N/A

Notes: the Following information shall be furnished at the end of the statement:

1. During the year there are no subsidiaries which are yet to commence operation.
2. During the year there are no subsidiaries which are have been liquidated and sold.

For Kumar Piyush & Co.
Chartered Accountants
Firm Registration No.: 005120N

Sd/-
(Manoj Kumar Pandey)
Director
DIN-00057386

Sd/-
VIRENDRA KUMAR GOEL
Membership Number: 083705
Partner
Membership Number: 083705

Sd/-
(Ajay Kumar Jain)
Director
DIN:00043349

Place : New Delhi
Date : May 30, 2016

Sd/-
(Vishal Saxena)
Company Secretary
DIN:01579368



**Part "B": Associates and Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

(Rs in Lakhs)

S. No.	Name of associates /Joint Ventures	Latest Audited Balance sheet Date	Shares of associate /Joint Ventures held by the Company on the year end		Net worth attributable to shareholding as per latest audited Balance sheet	Profit/(loss) for the year		Description of how there is significant influence	Reason Why the associate /joint venture is not conso- lidated
			No.	Amount of Investment in Associates /joint Venture		Exten of Holding %	Considered in Consolidation		
1	Raghnath Builders Pvt Ltd	31.03.2016	7,146,000	71.46	295.04	3.61	8.01	By Investing Into Equity Shares	N.A
2	Trenoy Buildcon Private Limited	31.03.2016	98,000	49.00	74.65	-	-	By Investing Into Equity Shares	N.A
3	PJ Softwares Private Limited	31.03.2016	93,000	93.00	773.15	2.16	2.94	By Investing Into Equity Shares	N.A
4	Mangalam Infra Projects Private Ltd	31.03.2016	1,08,100	10.81	70.82	21.53	26.46	By Investing Into Equity Shares	N.A
5	Mandakini Metals Private Limited	31.03.2016	4,60,000	46.00	69.79	0.30	1.15	By Investing Into Equity Shares	N.A

1. During the year there are no Joint ventures which are yet to commence operation.
2. During the year there are no Joint ventures which are have been liquidated and sold.

**For Kumar Piyush & Co.
Chartered Accountants
Firm Registration No.: 005120N**

For and on Behalf of the board

Date: May 30, 2016

Sd/-
(Ajay Kumar Jain)
Director
DIN:00043349

Sd/-
(Manoj Kumar Pandey)
Director
DIN-00057386

Sd/-
(Vishal Saxena)
Company Secretary
DIN:01579368

Sd/-
VIRENDRA KUMAR GOEL
Membership Number: 083705
Partner
Membership Number: 083705

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

TO WHOM SO EVER IT MAY CONCERN

**Sub: Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir,

Pursuant to the provisions of Regulation 33(3)(d) of the SEBI (LODR), 2015 Regulations read with Circular No. CIR/CFD/CMD/56/2016 dated 27th May, 2016, we are hereby declare that the Audit Report filed by the Company dated 30th May, 2016 along with the financial results for the quarter & year ended on 31st March, 2016, is Unmodified.

You are requested to kindly take the documents on your record and oblige.

Thanking you

Your faithfully

For **RTCL Limited**

**Sd/-
Ajay Kumar Jain
(Chief Executive Officer)**



RTCL LIMITED

Form No. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of The Companies
(Share Capital and Debentures) Rules, 2014]

To,
RTCL Limited
Mandhana Bithoor Road,
Village Chaudharipur, Bithoor
Kanpur-209201

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. Of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S -

- (a) Name :
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No. :
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR -

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY -

- (a) Name :
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) email Id. & Telephone No. :
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

Form No. MGT-11

RTCL Limited
Registered Office: Mandhana Bithoor Road, Village Chaudhripur, Bithoor, Kanpur - 209 201
CIN: L16003UP1994PLC016225

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
--------	------------

Address:

Signature , or failing him

Name :	E-mail Id:
--------	------------

Address:

Signature , or failing him

Name :	E-mail Id:
--------	------------

Address:

Signature , or failing him

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the ____ day of ____ at ____ a.m. / p.m. at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on March 31 st , 2016, together with the Board's Report, the Report of Auditors' thereon.		
2.	To Consider the Re-Appoint Mr. Ajay Kumar Jain, as Executive, Whole-Time Director		
3.	To Re-Appoint M/s Kumar Piyush & Co., Chartered Accountants as a Statutory Auditor of the Company from the Conclusion of this AGM upto the the Conclusion of next AGM.		
4.	To approve the Related Party Transactions entered into by the Company in accordance with the provisions of Section 188 of the Companies Act, 2013		
5.	To Consider the Re-appointment of Mr. Manoj Kumar Pandey, as an Independent Non-Executive Director		
6.	To Consider the Re-appointment of Mr. Ajay Kumar Jain, as Executive, Whole-Time Director		
7.	To Consider the appointment of Mr. Sunil Singh, as an Independent Non-Executive Director		



RTCL LIMITED

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 2016 ____

Signature of Shareholder:

Signature of Proxy holder:

Affix Revenue Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

TWENTY SECOND ANNUAL REPORT - 2015 - 2016

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

22nd Annual General Meeting held on _____

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Twenty Second Annual General Meeting of the members of the Company held on Thursday, the 29th September, 2016 at its Registered Office at Mandhana Bithoor Road, Village-Chaudharipur, P.O.- Bithoor, Kanpur - 209 201 at 11 :00 A.M.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



RTCL LIMITED

Form No. MGT-12

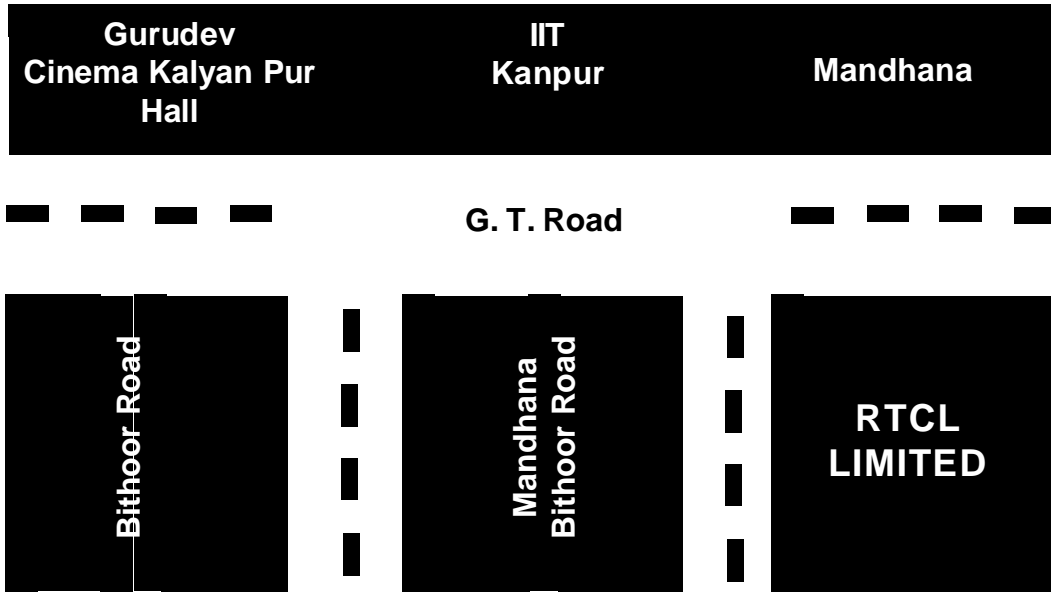
[Pursuant to section 109(5) of the Companies Act 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules 2014]

<p align="center">Name of the Company: RCTL Limited Registered Office: Mandhana Bithoor Road, Village Chaudhripur, Bithoor, Kanpur - 209 201 CIN : L16003UP1994PLC016225</p>

BALLOT PAPER

S. No.	Particulars	Details		
1.	Name of the First Named Shareholder(In Block Letters)			
2.	Postal Address			
3.	Registered Folio No. /8 Client ID No. (* Applicable to Investors holding Shares in dematerialized form)			
4.	Class of Shares			
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner				
No.	Item No.	No. Of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on March 31st, 2016, together with the Board's Report, the Report of Auditors' thereon.			
2.	To Re-Appoint Mr. Ajay Kumar Jain as a Whole Time Director			
3.	To Re-Appoint M/s Kumar Piyush & Co., Chartered Accountants as a Statutory Auditor of the Company from the Conclusion of this AGM upto the the Conclusion of next AGM.			
4.	To approve the Related Party Transactions entered into by the Company in accordance with the provisions of Section 188 of the Companies Act, 2013			
5.	To Consider the Re-appointment of Mr. Manoj Kumar Pandey, as an Independent Non-Executive Director			
6.	To Consider the Re-appointment of Mr. Ajay Kumar Jain, as an Whole Time Director			
7.	To Consider the Appointment of Mr. Sunil Singh, as an Independent Director			
Place: _____				
Date: _____ (Signature of the Shareholder)				

Route Map



Book Post / Courier



**If undelivered please return to
Secretarial Department**

**RTLC Limited
6926, Jaipuria Mills, Subzi Mandi, Clock Tower,
Delhi-110007**