

**34th
ANNUAL REPORT
2013 - 2014**



R. T. EXPORTS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

(As on 19th May, 2014)

Rashmi Bhimjyani

Chairman & Managing Director

Bhavik Bhimjyani

Director

Yogesh Dawda

Independent Director

Sheetal Mehta

Independent Director

Rajeshkumar C. Pillai

Company Secretary & Compliance Officer

REGISTERED OFFICE

508, Dalamal House

J. B. Road

Nariman Point

Mumbai- 400 021

AUDITORS

M/S Ramesh M. Sheth and Associates

Chartered Accountants,

1-A, Mulji Mistry Bldg., 1st Floor,

Tejpal Road, Vile Parle (East)

Mumbai - 400057

BANKERS

Oriental Bank of Commerce

State Bank of India

**REGISTRARS AND SHARE
TRANSFER AGENTS**

LINK INTIME INDIA PVT. LTD

C- 13, Pannalal Silk Mills Compound.

L. B. S. Marg. Bhandup(West).

Mumbai – 400 078.

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NOTICE

Notice is hereby given that Thirty fourth (34th) Annual General Meeting of R. T. Exports Limited will be held on Tuesday, the 15th day of July, 2014 at 508 Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint auditors to hold office from the conclusion of 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting and to fix their remuneration and to consider, and if thought fit, to pass with or without modifications, the following resolution as ordinary resolution:-

“RESOLVED THAT M/s. Ramesh M. Sheth & Associates, Chartered Accountants, (Firm Registration No.111883W), the retiring auditors be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of 34th Annual General Meeting until the conclusion of 39th Annual General Meeting of the Company, at a remuneration to be agreed upon between the Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: -

RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Asha Yogesh Dawda, (DIN:06897196) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 31st March, 2019.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: -

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri Bhavik R. Bhimjyani (DIN: 00160121) as Chief Financial Officer of the Company, who was appointed by the board, for a period of 5 (five) years with effect from 13th June, 2014, subject to approval of members in the forth coming Annual General Meeting, on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors, hereinafter referred to as “the Board” to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Bhavik Bhimjyani, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act and other applicable provisions, if any, of the Companies Act and Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the company be and is hereby accorded to enter in to a contract or arrangement with Neelkanth Realtors Pvt. Ltd., for the purpose of purchase of about 40,000 sq. ft. of salable residential area for a total consideration not exceeding Rs.40.00 crores.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions in this regards and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

Rashmi C. Bhimjyani
Chairman & Managing Director

Place: Mumbai
Date: 13th June, 2014

Regd. Office:
508, Dalamal House
J. B. Road, Nariman Point
Mumbai – 400 021.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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 as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the Commencement of the Annual General Meeting.

2. Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report and / or Notice of Annual General Meeting.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, 8th July 2014 to Tuesday, 15th July, 2014 (both days inclusive).
8. 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. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt. Ltd.. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd. for consolidation into a single folio.
10. Non-Resident Indian Members are requested to inform Link Intime India Pvt. Ltd., immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Members holding shares in physical form are requested to notify/ send the intimation of their change, if any, in address and details of Bank account at the earliest to the Share Transfer Agents viz: Link Intime India Pvt. Ltd., C- 13, Pannalal Silk Mills Compound. L.B.S. Marg, Bhandup (W) Mumbai – 400 078.

Members holding shares in the electronic form are advised to inform changes in address/ Bank mandate, if any, directly to their respective Depository Participants.
13. Member desirous of getting any information relating to the accounts and operation of the Company are requested to address their queries at least 7 days in advance of the meeting so that the information required may be made available at the meeting.
14. Members / Proxies are requested to bring their copy of Annual Report to the meeting. Please bring the attendance slip with you duly filled in and hand over the same at the entrance.
15. Electronic copy of the Notice convening the 34th Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance slip and Proxy form is being sent to the members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the 34th Annual General Meeting of the Company, along with the Annual Report, the process of e-voting and the Attendance slip and Proxy form is being sent to the members in the permitted mode.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3.

The Board of Directors of the Company have appointed Ms. Asha Yogesh Dawda as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, with effect from 13th June, 2014.

In terms of the provisions of Section 161(1) of the Companies Act, 2013, Ms. Asha Yogesh Dawda would hold office up to the date of the ensuing Annual General Meeting.

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have atleast one woman director. Keeping in view the above legal requirements, the Board of Directors have proposed that Ms. Asha Yogesh Dawda be appointed as Woman Director, subject to the approval of the members in the ensuing Annual General Meeting.

Ms. Asha Yogesh Dawda is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Asha Yogesh Dawda for the office of Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Ms. Asha Yogesh Dawda that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Ms. Asha Yogesh Dawda possesses appropriate skills, experience and knowledge, inter alia, in the field of marketing. In the opinion of the Board, Ms. Asha Yogesh Dawda fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Ms. Asha Yogesh Dawda is independent of the management. Brief resume of Ms. Asha Yogesh Dawda, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are:

Brief Resume and other details of Ms. Asha Yogesh Dawda:

Educational Qualification	:	SSC.
Experience	:	25 years of experience in agri products trading and marketing.
Directorship in other companies	:	Does not hold Directorship in any other companies.
Memberships / Chairmanships of Board Committees	:	Does not hold membership / Chairmanship of Board Committees
DIN	:	06897196
Date of birth	:	15/07/1963
Shareholdings	:	Does not hold shares in the company
Relationship between directors inter-se	:	Not related

Keeping in view of her vast expertise and knowledge, it will be in the interest of the Company that Ms. Asha Yogesh Dawda is appointed as an Independent Director.

Copy of the draft letter for appointment of Ms. Asha Yogesh Dawda as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Save and except Ms. Asha Yogesh Dawda and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4.

The Board of Directors of the Company (the 'Board'), at its meeting held on 13th June, 2014 has, subject to the approval of members, appointed Mr. Bhavik R. Bhimjyani as Whole-time Director, designated as Chief Financial Officer of the Company, for a period of 5 (five) years from 13th June, 2014, at a remuneration approved by the Board. It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Bhavik R. Bhimjyani as Chief Financial Officer in terms of the applicable provisions of the Act.

Names of companies in which Mr. Bhavik R. Bhimjyani holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges are mentioned in Report on Corporate Governance forming part of the Annual Report.

Brief resume of Mr. Bhavik R. Bhimjyani and nature of his expertise in specific functional areas are:

Educational qualification : Graduate and MBA from Wharton School of Management, University of Pennsylvania.

Experience : He has got more than 10 years experience in the field of finance, strategy for growth, market position, expenditures and financial results. He has started his career with the Mergers and Acquisitions Group at Lazard Freres in New York and worked on some of the firm's most successful deals such as the sale of Hot Jobs to Yahoo. He also worked at the Technology Group in Merrill Lynch Investment Bank in New York, USA. He has been serving on the Board of R.T. Exports Ltd.

Broad particulars of the terms of appointment and remuneration payable to Mr. Bhavik R. Bhimjyani are as under:

(a) Salary, Perquisites and Allowances per annum:

Mr. Bhavik R. Bhimjyani will receive a salary of Rs.10,000/- p.m.(Rs.1.20 Lac p.a.) He will not receive any perquisites and allowances.

Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging during business trips, any medical assistance provided; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Any increment in salary and perquisites, remuneration by way of incentive / bonus / performance linked incentive payable to Mr. Bhavik R. Bhimjyani or to alter and vary the terms and conditions of the said appointment as may be determined by the Board and as may be acceptable to Shri Bhavik Bhimjyani shall be subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof"

General:

- (i) The Chief Financial Officer will perform his duty as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Chief Financial Officer shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iv) The office of the Whole-time Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (v) Mr. Bhavik R. Bhimjyani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Bhavik R. Bhimjyani under Section 190 of the Act.

Mr. Bhavik R. Bhimjyani is interested in the resolutions set out respectively at Item No. 4 of the Notice, which pertains to his appointment and remuneration payable to him. The relatives of Mr. Bhavik R. Bhimjyani be deemed to be interested in the resolution set out respectively at Item No. 4 of the Notice, to the extent of their Directorship / shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5.

Your Company has identified a property and would like to purchase about 40,000 sq. ft. of salable area of the same for a consideration not exceeding Rs.40.00 crores. As the transaction attracts the provisions of related party transaction as provided under section 188 of the Companies Act, 2013, other applicable provisions or any statutory modification(s) or re-enactment thereof, your Board would like to place the transaction before the members in the Annual General Meeting for its approval by way of special resolution.

Your Board states that the property proposed for the purchase by the company has been identified on merits and priced at competitive market rates, without being influenced by any other factors. Therefore, your Board justify the transaction.

Mr. Bhavik R. Bhimjyani and Mr. Rashmi C. Bhimjyani are interested in the resolutions set out in Item No. 5 of the Notice, which pertains to purchase of property by the company from related party. The relatives of Mr. Bhavik R. Bhimjyani and Mr. Rashmi C. Bhimjyani be deemed to be interested in the resolution set out respectively at Item No. 5 of the Notice, to the extent of their Directorship / shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 6.

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the Act). The Companies Act, 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- (c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) existing articles have been streamlined and aligned with the Act;
- (f) the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- (g) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board

Rashmi C. Bhimjyani
Chairman & Managing Director

Place : Mumbai
Date : 13th June, 2014

Regd. Office:
508, Dalamal House
J. B. Road
Nariman Point
Mumbai – 400 021.

**Details of the Directors seeking appointment / re-appointment at the Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Ms. Asha Yogesh Dawda

Date of Birth : 15/07/1963
Date of Appointment : 13th June, 2014
Qualification : S.S.C.
Experience : 25 years experience in the business of agri products trading and Marketing
Directorship in other Public Limited companies : Nil
Chairmanship in Committees : Nil
Membership in Committees : Nil
No. of shares held : Nil

Mr. Bhavik R. Bhimjyani

Date of Birth : 21/06/1978
Date of Appointment as CFO : 13th June, 2014
Qualification : MBA.
Experience : 10 years experience in the in the field of finance, strategy for growth, market position, expenditures and financial results.
Directorship in other Public Limited companies : Nil
Chairmanship in Committees : Nil
Membership in Committees : 2
No. of shares held : 4,16,460.

By Order of the Board

Rashmi C. Bhimjyani
Chairman & Managing Director

Place : Mumbai
Date : 13th June, 2014

Regd. Office:
508, Dalamal House
J. B. Road.
Nariman Point
Mumbai – 400 021.

Registered folio no. / DP ID no. / Client ID no. :	Number of shares held
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Dear member,
Subject : Instructions for e-voting

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 34th Annual General Meeting to be held on Tuesday, July 15, 2014, at 10:00 a.m. The Company has engaged the services of Central Depository Services India Ltd. (CDSL) to provide the e-voting facility.

The e-voting facility is available at the link: www.evotingindia.com

The e-voting facility will be available during the following voting period :

Commencement of e-voting	End of e-voting
09th July, 2014 at 9.00 a.m. IST	11th July, 2014 at 6.00 p.m. IST

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on July 15, 2014.

Steps for e-voting

The instructions for members for voting electronically are as under:-

(I) In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com. during the voting the period.
- ii) Click on "Shareholders" tab to cast your votes.
- iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, for NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and then enter the Captcha Code as displayed and Click on Login.
- v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used. If you are a first time user follow the steps given below.:
- vi) Now, fill up the following details in the appropriate boxes:

User ID	For Members holding shares in Demat Form	For Members holding shares in Physical Form
	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <RTXEV1234Z> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <12/06/2014> in the DOB column or the <9999999999> in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the relevant EVSN on which you choose to vote.
- xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (II) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**
- xvi) Please follow all steps from sl. no. (i) to sl. no. (xv) above, to cast vote.
- xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xviii) The voting period begins on 9th July, 2014 at 9.00 a.m. IST and ends on 11th July, 2014 at 6.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com.

General instructions

- a. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th June, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- b. Ruchika Shah, Practicing Company Secretary (Membership No. ACS 29160), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- d. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 13th June, 2014. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rtexports.com and on the website of CDSL within two days of the passing of the resolutions at the 34th Annual General Meeting of the Company on July 15, 2014, and communicated to the BSE Ltd..

Place : Mumbai
Date : 13th June, 2014

by order of the Board of Directors,
For R.T. Exports Ltd.

Regd. Office:
508, Dalamal House
J. B. Road, Nariman Point
Mumbai – 400 021.

Rashmi C. Bhimjyani
Chairman and Managing Director

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 34th Annual Report together with the audited statement of Accounts for the financial year ended 31st March, 2014.

1. Financial Highlights

The financial results for the year ended 31st March 2014 are as under:

(Rs. In Lacs)

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
Sales & Services	497.13	429.79
Other Income	76.29	41.83
Profit before Depreciation, Interest & Extra-ordinary/prior period item	144.81	180.80
Less :- Depreciation	37.30	71.49
Finance cost	99.65	50.93
Profit Before Tax	7.86	58.38
Provision for Taxation (Net)	(2.40)	(11.00)
Deferred Tax	(4.05)	(5.10)
Profit/ (Loss) after Tax	1.41	42.28
Add:- Income Tax adjustment earlier year (Net)	-	5.33
Add :- Balance brought forward from previous year	33.37	(14.24)
Balance carried to Balance Sheet	34.78	33.37

2. Financial Review

During the period under review, the Company's income from sales & Services stood at Rs 497.13 Lacs as compared to Rs. 429.79 Lacs in 2012-2013. Your Company has achieved Profit Before Tax of Rs. 7.86 Lacs as compared to Rs 58.38 Lacs in 2012-13, showing a decrease in profit by Rs. 50.52 Lacs.

Your Company has initiated necessary measures to diversify the client base in the Gulf area and to improve the profitability of warehousing business of the Company.

3. Dividend

Your Directors have not recommended any dividend on equity shares for the year under review.

4. Transfer To Reserves

Company propose to transfer Rs. 1,41,217/- (Net Profit of the Company) to General Reserve.

5. Fixed Deposits

We have not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

6. Management's Discussion And Analysis

In terms of the provisions of Clause 49 of the Listing Agreement, the Management's Discussion and Analysis is set out in this Annual Report.

7. Directors

During the year under review, the Board comprised of Mr.Rashmi C. Bhimjyani, Mr. Bhavik R. Bhimjyani, Mr. Sheetal Mehta and Mr. Yogesh Mehta. Mr. Sheetal Mehta and Mr. Yogesh Mehta are the independent Directors on the Board. There was no change on the Board during the year. As per section 149 of the Companies Act, 2013 and new clause 49 of the Listing Agreement, our company is required to appoint a women Director. Your company is in the process of appointing a woman director on its Board.

8. Redemption of Preference Shares from the proceeds of fresh issue of Preference Shares:

During the year, your company has redeemed 7,00,000 9% cumulative preference shares of Rs. 100/- each aggregating to Rs. 7.00 crores out of the proceeds of issue of 7,00,000 9% cumulative preference shares of Rs. 100/- each totaling to Rs. 7.00 crores.

9. Auditors and Auditors' Report

M/s Ramesh M. Sheth & Associates, Chartered Accountants, who are statutory auditors of the Company hold office up to the conclusion of forthcoming Annual General Meeting and are eligible for re-appointment.

The Company has received a letter from M/s Ramesh M. Sheth & Associates, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from being re-appointed as Statutory Auditors of the Company.

Board of Directors recommend the re-appointment of M/s Ramesh M. Sheth & Associates as the Statutory Auditors of the Company.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

10. Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of section 217 (2AA) of the Companies Act, 1956:

- i) That in the preparation of Annual Accounts for the financial year ended 31st March, 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956 have been followed along with proper explanation relating to material departures, if any.
- ii) That the directors have 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 as at 31st March, 2014 and of the profit of the Company for the year ended on that date;
- 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, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- iv) The Annual Accounts have been prepared on a 'going concern' basis.

11. Particulars of Employees

As there are no employees in receipt of remuneration of Rs. 24,00,000/- or more for the year or Rs. 2,00,000/- per month if employed for part of the year, the statement under Section 217 (AA) is not applicable.

12. Corporate Social Responsibility and Governance Committee

Threshold coverage levels for CSR are prescribed. Since your Company does not fall under the category provided therein, no Corporate Social Responsibility and Governance Committee has been formed by the Board.

13. Particulars under section 217 (1) (E) of the Companies Act, 1956**A. Conservation of energy;**

The requirement for disclosure of particulars with respect to conservation of energy is not applicable to the agro export activities of the Company.

B. Research and Development ;

The Company has applied and followed the general acceptable technology available and used by the industry. The Company has not acquired any new technology during the year. The Company has not incurred any expenses on R&D during the year.

1. Specified areas in which the Company has put in research and development efforts are : NIL
2. Benefits derived as a result of the above research and development: N.A
3. Future plans for action : NIL
 - a) Technology absorption, adoption and innovation;
 - The Company has fully absorbed the technology already available to it
 - b) Benefit to be derived as a result of the above;
 - Not applicable

C. Foreign exchange earning & outgo:

- a) Foreign Exchange

Earned (on FOB basis) : Rs. 2,88,25,080/-
Outgo : Rs. 11,49,236/-

14. Corporate Governance

A Report on Corporate Governance along with a certificate from Ms. Ruchika Shah, Practicing Company Secretary, regarding compliance of requirements of Corporate Governance pursuant to clause 49 of the Listing Agreement with Stock Exchange is annexed hereto.

15. Investor Grievance Committee

Investor's relations have been cordial during the year. As a part of the compliance, the Investor's Grievances Committee is dealing with the issues relating to investors. There were no investor's grievances pending as on 31st March, 2014. A confirmation to this effect has been received from the Company's Registrar and Share Transfer Agent.

16. Contracts or arrangements with related parties:

Section 188(2) read with section 134(3)(h) of the Companies Act, 2013 provides for disclosure of every contract or arrangement entered in to with related parties. Your Board has placed an item in the Notice of Annual General Meeting to be held on 15th July, 2014 with respect to a Contract or arrangement to be entered by the Company with related party, as provided under sub-section (1) of section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act and Rules made there under, for the purpose of approval of members as provided therein.

17. Acknowledgement

Yours Directors place on record their grateful appreciation for the support and co-operation extended to the Company by Banks, Government Authorities, Customers during the year under review. The Directors would also like to thank the employees for their continued support and contribution in ensuring all round performance.

For and on behalf of the Board of Directors

Rashmi Bhimjyani
Chairman & Managing Director

Place: Mumbai
Date: 19th May, 2014

MANAGEMENT DISCUSSIONS AND ANALYSIS (MD&A)**Overview**

Indian economy witnessed a sustained slowdown across sectors during the fiscal year ended 31st March 2014 and proved to be a challenging year. While the economic growth for the year is expected to have marginally improved to 4.9% from the lows of 4.5% witnessed in 2012-13, it is still a far cry from the about 8% growths witnessed during most part of 2004 to 2011. The recovery in 2013-14 is largely on the back of revival in agriculture growth due to a steady monsoon. However, recovery in the other areas of the economy appears to be feeble with no clear signs of recovery. Industry continued to be in the midst of a slowdown. This was in spite of a push from the Government to clear the hurdles plaguing infrastructure sector projects as this has clearly not resulted in any action on the ground level. On the demand side, the consumption growth remained weak amid elevated inflation and subdued income growth.

Under pressure from the worsening deficits, current account deficit as well as the fiscal deficit, the first half of the year saw the Rupee in a free fall. Coupled with fears of large fund outflows due to the expected Fed tapering, the Rupee breached the Rs.68 level to the US Dollar in August, 2013. A slew of measures taken by RBI and the Central Government saw the current account situation improving significantly which helped the Rupee to recover from its all time lows during the later part of the year. The elevated levels of inflation since 2010-11 continued to be a cause for the economy and although the inflation levels eased off over the last quarter of the year, the stickiness in the inflation did not provide much room for RBI to lower the interest rates and prime pump the economy.

Considering the overall sluggish environment, the agri warehousing space demand was comparatively good. Demand from Govt. agencies were relatively better than others. Commodity prices remained stable during the year with crude trading in a very narrow range throughout the year. However, sharp volatility in the Rupee affected the overall procurement prices. In the international markets, the environment was equally challenging with some of the markets feeling the continued impact of political unrest, while there were signs of recovery in some markets.

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory Accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 2013 (to the extent notified) and the Companies Act, 1956 (to the extent applicable) and guidelines issued by the Securities Exchange Board of India (SEBI). Our management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profit and cash flows for the year.

A. Industry structure and developments

Changing economic and business conditions, evolving consumer preferences, rapid technological innovation and adoption and globalization are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their core business objectives, such as revenue growth, profitability and asset efficiency.

Government of India has been considering agriculture and farming under priority sector and Rice Industry is an important constituent in the agricultural sector of Indian Economy. Majority of rural population has been employed in crop cultivation, crop handling and movement of rice and transport industry. It has fast growing brand demand in domestic and Industrial market. Demand for branded rice is slowly spreading to rural sector, rice being the staple food for majority of the Indian population. Further substantial portion of Basmati rice produced in India has huge demand in Industrial market.

Agri warehousing has got momentum and Company is visualizing a vast scope in this field. Keeping the same on focus, members of the company at its Court Convened Meeting held on 27th February, 2014 have approved the proposal for de-merger of its warehousing division.

Your Company continues to expand its agri warehousing business. Company has availed project funding facility from Oriental Bank of Commerce and making additional agriwarehousing space at Bundi, Rajasthan. Our warehouses meet the norms specified by Food Corporation of India (FCI) and others. Your Company worked relentlessly to make these world class warehouses.

B. Financial condition**Sources of funds****1. Share capital**

At present, we have two class of shares – equity shares of par value Rs. 10/- each and preference shares of par value of Rs. 100/- each. Our authorized share capital is Rs 36 crore, divided into 1,70,00,000 equity shares of Rs. 10/- each and 19,00,000 preference shares of Rs. 100/- each. The issued, subscribed and paid up capital stood at Rs. 19,31,31,500/- as at March 31, 2014.

2. Reserves and surplus**Capital reserve**

On a standalone basis, the balance as at March 31, 2014 amounted to Rs. 3,47,84,300/-, same as the previous year.

Securities premium

On a standalone basis, the balance as at March 31, 2014 amounted to Rs. 3,55,67,200/-, same as the previous year.

General reserves

An amount of Rs. 1,41,217/- of the standalone net profit for the year ended March 31, 2014 (previous year Rs.42,28,283/-) was transferred to the general reserves account from the Surplus. On a standalone basis, the balance as at March 31, 2014 amounted to Rs. 34,78,121/- (previous year Rs.33,36,904/-).

Application of funds**3. Fixed assets****Additions to gross block – standalone**

During the year, we have capitalized Rs. 9,82,18,524/- to our gross block comprising Rs. 97,803,069/- for investment in building, Rs. 1,56,685/- on Plant & Machinery and the balance of Rs. 2,58,770/- on Furniture and Fixtures.

During the previous year, we have capitalized Rs. 99,771,689/- to our gross block comprising Rs. 3,60,03,938/- for investment in Building, Rs. 38,000/- on Plant & Machinery, Rs. 2,20,000/- on Furniture and Fixtures, Rs. 7,86,893/- on vehicles and the balance Rs.6,27,22,858/- towards work-in-progress.

Deductions to gross block – standalone

During the year, we have deducted Rs. 4,51,14,406/- from the gross block on disposal of various assets. During the previous year, we have deducted Rs. 10,82,35,236/- from the gross block on disposal of various assets.

Deferred tax assets / liabilities**(Amount in Rs.)**

Partuiculars	31.03. 2014	31.03.2013
Deferred Tax assets	-	-
Deferred Tax Liabilities	1,26,41,601	1,22,36,901

The movement in deferred tax liabilities is on account of the depreciation.

Trade Receivables

On a standalone basis, trade receivables amounted to Rs. 7,67,390/- as at March 31, 2014, compared to Rs. 10,64,795/- as at March 31, 2013. These debts are considered good and realizable.

Cash and cash equivalents

Cash and cash equivalents include balance with Banks and cash in hand.

Loans and advances and other non-current assets

The following tables give the details of our long-term and short-term loans, advances and other non-current assets.

Long-term loans and advances and other non-current assets**(Amount in Rs.)**

Particulars	31.03.2014	31.03.2013
Fixed Assets:		
Tangible	16,25,65,962	7,47,14,508
Capital Work-in-progress	-	3,84,76,906
Non-Current investments	72,900	71,700
Security Deposits	28,35,147	21,82,719
Loans & Advances	26,74,07,399	26,59,94,802
Advance Income Tax & TDS	37,81,696	66,80,695
Interest accrued on Investments	17,104	25,757
TOTAL	43,66,80,208	38,81,47,087

Short-term loans & advances and other current assets**(Amount in Rs.)**

Particulars	31.03.2014	31.03.2013
Trade receivables	7,67,390	10,64,795
Cash and cash equivalents	152,488	1,09,64,561
Short term Loans and Advances	5,37,98,927	5,80,09,340
TOTAL	5,47,18,805	7,00,38,696

Liabilities**Long Term Liabilities****(Amount in Rs.)**

Particulars	31.03.2014	31.03.2013
Long-term borrowings	14,71,09,445	11,77,01,471
Deferred tax liabilities	1,26,41,601	1,22,36,901
Security Deposits	82,47,400	95,78,012
Provisions	6,41,141	4,75,225
TOTAL	16,86,39,587	13,99,91,609

Current Liabilities and Trade Payables**(Amount in Rs.)**

Particulars	31.03.2014	31.03.2013
Short-term borrowings	4,06,88,911	28,17,170
Trade Payables	62,01,613	3,45,04,861
Bank Overdraft	27,16,396	7,85,063
Others (Statutory Payments)	61,91,385	98,58,190
Others	-	34,00,000
TOTAL	5,57,98,305	5,13,65,284

Provisions**Short Term Provisions**

(Amount in Rs.)

Particulars	31.03.2014	31.03.2013
Provision for employee benefits		
Retirement benefits	-	8,986/-

Results of Operations

The function wise classification of the Profit and Loss is as follows :

(Amount in Rs.)

Particulars	31.03.2014	31.03.2013
Revenue from operations	4,97,13,350	4,29,78,858
Other income	76,28,791	41,83,058
TOTAL REVENUE	5,73,42,141	4,71,61,916
Expenses		
Purchases of Stock in Trade	2,75,17,685	-
Changes in Inventories of Finished Goods	-	-
Employee Benefits Expense	61,16,039	80,60,984
Finance Cost	99,64,850	50,93,568
Depreciation and Amortization Expense	37,29,571	71,49,485
Other Expenses	92,28,079	1,13,56,144
Loss on sale of Fixed Assets	-	96,63,355
Total Expenses	5,65,56,224	4,13,23,536
Profit Before Extraordinary Items and Taxation	7,85,917	58,38,380
Extraordinary item - (Loss)		
Profit Before Tax	7,85,917	58,38,380
Tax Expense:		
(a) Current Tax	2,40,000	11,00,000
(b) Deferred Tax	4,04,700	5,10,097
Profit for the year	1,41,217	42,28,283

Income

Of the total revenues for the year ended March 31, 2014 on a standalone basis, approximately 50.26% were derived from sale of products whereas 36.42 % were derived from sale of services and remaining 13.30 % from other income like Interest Income, Rent received, profit on sale of flat, profit on value on shares, profit on forex fluctuation, sundry balance written back, other receipts, etc.

Expenditure

Purchases of Stock in Trade includes Rice Purchase and bardana purchase. Employee benefit expense relates to Salaries and wages and Staff welfare expenses. Finance cost relates to interest expense and other borrowing costs. Other expenses primarily represents repairs and maintenance, insurance, rate and taxes, telephone expenses, legal and professional charges, brokerage and commission, etc.

Depreciation and amortization

On a standalone basis, we have provided Rs. 37,29,571/- and Rs. 71,49,485/- towards depreciation and amortization, for the years ended March 31, 2014 and March 31, 2013 respectively.

Net profit after tax and exceptional item

During the year, our net profit decreased to Rs. 1,41,217/- for the year ended March 31, 2014 from Rs. 42,28,283/- in the previous year.

Earnings Per Share (EPS) after exceptional item

During the year, our basic EPS after exceptional item decreased to Rs. 0.03 per share from Rs. 0.97 per share in the previous year.

C. Segment-wise or product-wise performance.

- (i) The business groups comprise the following:-
- Agro - Agricultural commodities such as Rice, Rajgira etc.
 - Business of handling, storage and transportation
 - Services
 - Rental services.
- (ii) The Geographical segments considered for disclosure are:
- Sales within India
 - Sales outside India

The segment wise financial detail is given in notes '20' on accounts under the head Revenue from Operations.

D. Opportunities and threats**i) Our Strengths**

We believe our competitive strengths include leadership in delivering good quality warehousing space and agri products that enable clients in turn to deliver improved business results in addition to optimizing the efficiency of their business.

ii) Our Strategy

We seek to further strengthen our position as a leading agri product trading and export house having agri warehouses and processing units throughout India by:

- Strengthening our strategic partnership with our clients
- Increasing our relevance to clients by being able to work in the entire spectrum of their business
- Delivering higher business value to clients through the alignment of our structure and offerings to their business objectives.

To achieve these goals, we seek to increase business from existing and new clients, continue to enhance our engagement models and offerings, expand geographically, continue to develop deep industry knowledge, pursue alliances and strategic acquisitions, enhance brand visibility and continue to invest in infrastructure and employees. Agri warehousing has to play a major role in checking the food prices. Central & State Governments are giving a lot of emphasize and incentives for development of Agri warehouses. In order to keep in pace with these opportunities and explore the synergies, Company has decided to De-merge its warehousing division.

iii) Opportunities

Rice Business is coming of age and it is ranked among first few business of India. With policy measures from the Government, the agriculture accounts for substantial percentage of the country's exports. Indians spend majority of their household expenditure on food items at present. Agriculture sector industry would create substantial employment opportunities in the coming years. Strong urban middle class and changing food habits, promises a huge potential to be tapped. Agriculture has been declared

as a priority sector by the Government. The National Policy towards the same has been revised for an integrated approach to facilitate speedy growth. The aim of the policy is to simplify procedures to comply with the need and growth of the sector. Under infrastructure development, Agro-Food Parks are identified in various Indian cities, which in turn will help agriculture. The various states realising the importance of the Food Processing Industry from an employment as well as revenue generation perspectives have been extremely forthcoming in bolstering growth in this industry. Some states that have gone an extra mile by providing various fiscal as well as non-fiscal initiatives include Andhra Pradesh, Punjab, Madhya Pradesh, Uttar Pradesh and Karnataka. Agri warehousing has to play a major role in checking the food prices. Central & State Governments are giving a lot of emphasize and incentives for development of Agri warehouses. Your Company aims to gain benefit of the same.

iv) Threats

The world economy has witnessed an unprecedented economic crisis causing severe recessionary trends in various countries. The synchronized global recession coupled with dramatic changes in the financial landscape is further decelerated the growth. Compared to other economies, India has been somewhat stable as the Government has taken some proactive steps to combat the situation. However, favourable demographics and low penetration levels still continue to remain the key levels of the consumption for India. Despite this pall of gloom that bears on us, there are reasons to remain optimistic and confident. India's inherent strengths provide a strong foundation to better withstand the aftermath of the downturn in the global economy. Rice & Wheat are basic necessity of human being and invariably consumed by everyone in different ways. Hence, the Basic Food segment, in which your Company is operating, is less affected due to good production levels, increase in area under cultivation and huge and ready market availability for the products.

v) Our Competition

We offer competitive rates to get warehousing contracts to us, in response to requests for proposals. Clients often cite our world class warehouses, process execution, industry expertise, experienced management team, talented professionals, track record and competitive pricing as reasons for awarding us contracts.

In the future, we expect intensified competition from the existing and new players. In particular, we expect increased competition from firms that strengthen their presence in India or other low cost locations and from firms in market segments that we have recently entered.

We understand that price alone cannot constitute a sustainable competitive advantage. We believe that the principal competitive factors in our business are :

- Attracting and retaining high quality management, technology professionals, and sales personnel
- Articulating and demonstrating long term value to potential customers
- Effectively integrating onsite and offshore execution capabilities to deliver high quality, seamless, scalable, cost effective services
- Increasing the scale and breadth of service offerings to provide one stop solutions for customer needs
- Keeping pace with ever changing technology and customer requirements
- Strong and well recognized brand
- Proven track record of performance excellence and customer satisfaction
- Financial strength to be able to invest in personnel and infrastructure to support the evolving demands of customers
- High ethical and corporate governance standards to ensure honest and professional business practices and protect the reputation of the Company and its customers

We believe we compete favorably with respect to these factors.

V Outlook, risks and concerns

Outlook

Importance of Agri-warehouses are bound to increase as the Central, State Governments and public at large have realized the role of Agri-warehousing in checking the food prices. The demand for food grains would continue to grow with rise in income levels coupled with change in life style of the people. At the current population growth, rice production has to be enhanced to about 125 million ton by 2020. There is a huge potential for capacity expansion of the existing units in the domestic basmati rice milling industry. The domestic rice industry at present is fragmented and largely occupied by the small and inefficient unorganised units. The domestic industry is at nascent stage and has great potential. However, our company has to compete with exporters of other countries in export of Basmati rice. Your Company is optimistic in increased turnover as it has regular overseas clientele in countries like Saudi Arabia and confident of getting good export orders from them.

This section lists forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors. This section lists our outlook, risks and concerns:

- Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline.
- We may not be able to sustain our previous profit margins or levels of profitability.
- The economic environment, pricing pressures, and decreased employee utilization rates could negatively impact our revenues and operating results.
- Any inability to manage our growth could disrupt our business and reduce our profitability.
- We may face difficulties in providing end to end business solutions for our clients, which could lead to clients discontinuing their work with us, which in turn could harm our business.
- Intense competition in the market for quality goods and warehouse could affect our cost advantages, which could reduce our share of business from clients and decrease our revenues.
- Our revenues are highly dependent upon a small number of clients, and the loss of any one of our major clients could significantly impact our business.
- Restrictions on export may affect our ability to compete and provide products to clients in other jurisdictions, which could hamper our growth or cause our revenues to decline.
- Our success depends in large part on our management team and key personnel and our ability to attract and retain them.
- Our failure to offer warehouses within budget and on time may negatively affect our profitability.
- Our client contracts can typically be terminated without cause and with little or no notice or penalty, which could negatively impact our revenues and profitability.
- Our engagements with customers are singular in nature and do not necessarily provide for subsequent engagements.
- Our client contracts are often conditioned on our performance, which, if unsatisfactory, could result in lower revenues than previously anticipated.
- Our increasing work with government agencies may expose us to additional risks.
- Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.
- We may be liable to our clients for damages caused to the goods stored in our warehouses.
- We are investing substantial cash assets in new facilities and physical infrastructure, and our profitability could be reduced if our business does not grow proportionately.
- Changes in the warehousing policy of the Govt. will have a direct impact on our warehousing business.
- We may engage in acquisitions, strategic investments / partnerships / alliances or other ventures that may or may not be successful.
- We may be the subject of litigation which, if adversely determined, could harm our business and operating results.
- The markets in which we operate are subject to the risk of earthquakes, floods, tsunamis, storms and other natural and man made disasters.
- Our net income would decrease if the Government of India reduces or withdraws tax benefits and other incentives it provides us or when our tax holidays expire, reduce or are terminated.
- In the event that the Government of India or the government of another country changes its tax policies in a manner that is adverse to us, our tax expense may materially increase, reducing our profitability.
- Increase in prices of agri commodities in India may prevent us from sustaining our competitive advantage and may reduce our profit margins.
- Terrorist attacks or a war could adversely affect our business, results of operations and financial condition.

- Regional conflicts in South Asia could adversely affect the Indian economy, disrupt our operations and cause our business to suffer.
- Changes in the policies of the Government of India or political instability could delay the further liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact our business and prospects.
- Negative media coverage and public scrutiny may adversely affect the prices of our equity shares.

VI. Internal control systems and their adequacy

The M.D. and CFO certification provided in the CEO and CFO Certification section of the Annual Report discusses the adequacy of our internal control systems and procedures.

VII. Material developments in human resources / industrial relations, including number of people employed

Our culture and reputation as a leader in the export of agricultural products enables us to attract and retain some of the best talent in India.

Human capital

Our professionals are our most important assets. We believe that the quality and level of service that our professionals deliver is among the highest. We are committed to become one of the industry's leading employers.

Recruitment

We rely on a rigorous selection process involving a series of interviews to identify the best applicants. This selection process is continually assessed and refined based on the performance tracking of past recruits.

Training and development

Competency development of our employees continues to be a key area of strategic focus for us.

Compensation

Our employees receive competitive salaries and benefits.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions 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 economic conditions affecting demand/ supply and price conditions in the markets in which the Company operates, changes in the government regulations, tax laws and statutes and other incidental factors.

For and on behalf of the Board of Directors

RASHMI BHIMJYANI
Chairman & Managing Director

Place: Mumbai
Dated: 19th May, 2014

REPORT ON CORPORATE GOVERNANCE**OUR CORPORATE GOVERNANCE PHILOSOPHY**

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. R.T.Exports philosophy of Corporate Governance is founded on the pillars of fairness, accountability, disclosures and transparency. These pillars have been strongly cemented which is reflected in your Company's business practices and work culture. The sound governance processes and systems guide the Company on its journey towards continued success. The practice of responsible governance has enabled your Company to achieve sustainable growth, while meeting the aspirations of its stakeholder's and societal expectations

Your Company is committed to sound principles of Corporate Governance with respect to all of its procedures, policies and practices. The governance processes and systems are continuously reviewed to ensure highest ethical and responsible standards being practiced by your Company. Comprehensive disclosures, structured accountability in exercise of powers, adhering to best practices and commitment to compliance with regulations and statutes in letter as well as spirit have enabled your Company to enhance shareholder value. Infact, this has become an integral part of the way the business is done.

Our corporate governance framework ensures effective engagement with our stakeholders and helps us evolve with changing times.

Recently, the Securities and Exchange Board of India (SEBI) sought to amend the equity listing agreement to bring in additional corporate governance norms for listed entities. These norms provide for stricter disclosures and protection of investor rights, including equitable treatment for minority and foreign shareholders.

Many of the amendments are effective from October 1, 2014. The amended rules require companies to get shareholders' approval for related party transactions, establish whistleblower mechanisms, elaborate disclosures on pay packages and have at least one woman director on their boards.

The amended norms are aligned with the provisions of the Companies Act, 2013, and is aimed to encourage companies to 'adopt best practices on corporate governance'.

We believe that an active, well-informed and independent board is necessary to ensure the highest standards of corporate governance. It is well-recognized that an effective Board is a pre-requisite for a strong and effective corporate governance. At R.T.Exports, the Board of Directors ('the Board') is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of our stakeholders.

Our corporate governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

Our corporate governance philosophy is based on the following principles:

- Corporate governance standards should go beyond the law and satisfy the spirit of the law, not just the letter of the law
- When in doubt, disclose. Ensure transparency and maintain a high level of disclosure
- Clearly distinguish between personal conveniences and corporate resources
- Communicate externally, and truthfully, about how the Company is run internally
- Comply with the laws of all countries in which we operate
- Have a simple and transparent corporate structure driven solely by business needs
- The Management is the trustee of the shareholders' capital and not the owner.

We firmly believe that Board independence is essential to bring objectivity and transparency in the Management and in the dealings of the Company. As on March 31, 2014, half of our Board members – two out of four – are independent members. An independent director is nominated as the chairperson of each of the audit and investor grievance and share transfer committees.

Corporate Governance of listed companies has been regulated through Clause 49 of the Listing Agreement by the Securities and Exchange Board of India (SEBI). R.T. Exports Ltd. is in full compliance with Clause 49. This chapter of the annual report, the information given under the chapters, Management Discussion and Analysis and Additional Shareholders' Information together constitute the compliance report of the Company on corporate governance during the year 2013-14.

Corporate Governance Guidelines

Over the years, the Board has developed corporate governance guidelines to help fulfill our corporate responsibility towards our stakeholders. These guidelines ensure that the Board will have the necessary authority and processes in place to review and evaluate our operations when required. Further, these guidelines allow the Board to make decisions that are independent of the Management. The Board may change these guidelines regularly to achieve our stated objectives.

A. Board composition

Size and composition of the Board

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31st March, 2014, the Board consists of 4 members, two of whom are executive or whole-time Directors, and other two are independent Directors. Both the executive Directors are our Promoters. The Board periodically evaluates the need for change in its composition and size. The Directors have expertise in the fields of strategy, management, finance, operations, technology, human resource development and economics. The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

Each Director informs the Company on an annual basis about the Board and Board Committee positions he / she occupies in other companies including Chairmanships and notifies changes during the term of their directorship in the Company.

None of the directors on the Board is a Member on more than ten Committees and Chairman of more than 5 Committees (as specified in clause 49), across all the Companies in which he is a Director. The necessary disclosure regarding Committee positions have been made by the Directors.

None of the Non-Executive Independent Directors have any pecuniary relationship or transactions with the Company, its promoters, its senior management or its subsidiaries which in the judgement of Board may affect the independence of the Director.

Table No. 1

Name of Director	Designation	Category	
		Executive / Non- Executive	Independent / Non-Independent
Mr. Rashmi Bhimjyani	Chairman & Managing Director	Executive	Non - Independent
Mr. Bhavik Bhimjyani	Director	Executive	Non - Independent
Mr. Yogesh Dawda	Director	Non - Executive	Independent
Mr. Sheetal Mehta	Director	Non - Executive	Independent

Selection of new directors

The Board is responsible for the selection of new directors.

Membership term

The Board constantly evaluates the contribution of the members and periodically shares updates with the shareholders about re-appointments according to the existing statute. The current law in India mandates the retirement of two-third of the executive board members (who are liable to retire by rotation) every year, and qualifies the retiring members for re-appointment.

Succession planning

Your company has got a well defined succession plan, and also prepares contingency plans for succession in case of any exigencies.

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Board Remuneration Policy

Your Company is paying no remuneration to its Board including its Managing Director.

B) Board Meetings

Scheduling and selection of agenda items for Board Meetings

Dates for Board meetings in the ensuing year are decided in advance and published as part of the Annual Report. Most Board meetings are held at our registered office at Mumbai, India. The Executive Chairman of the Board and the Company Secretary draft the agenda for each meeting, along with explanatory notes, in consultation with Executive Director and the CFO, and distribute these in advance to the Directors. Every Board member can suggest the inclusion of additional items in the agenda. The Board meets at least once a quarter to review the quarterly results and other items on the agenda, and also on the occasion of the AGM of the shareholders. Additional meetings are held when necessary. Independent directors are expected to attend at least four Board meetings in a year. Committees of the Board usually meet on the same day before the formal Board meeting, or whenever the need arises for transacting business. Six Board meetings were held during the year ended March 31, 2014. These were held on May 30, 2013, June 20, 2013, August 14, 2013, November 14, 2013, December 05, 2013 and February 14, 2014.

Table No. 2

Details of Board Meetings held and the dates on which held and attendance of directors during fiscal year 2013-2014

Name of Directors	Rashmi Bhimjyani	Bhavik Bhimjyani	Yogesh Dawda	Sheetal Mehta
Designation	Chairman & Managing Director	Executive Director	Independent Director	
Date of Board Meeting				
May 30, 2013	P	A	P	P
June 20, 2013	P	P	P	P
August 14, 2013	P	P	P	P
November 14, 2013	P	P	P	P
December 05, 2013	P	P	P	P
February 14, 2014	P	P	P	P
Attendance at Last AGM	P	P	P	P

The time gap between any two meetings did not exceed four months. The information as prescribed under clause 49 of the Listing Agreement was placed before the Board from time to time, as required.

Availability of information to Board members

The Board has unrestricted access to all Company-related information including that of our employees. At Board meetings, managers and representatives who can provide additional insights on the items being discussed are invited. Regular updates provided to the Board include :

- Annual operating plans and budgets, capital budgets and updates
- Quarterly results of our operating divisions or business segments
- Minutes of meetings of audit and investor grievance and share transfer committees, and abstracts of resolutions passed
- General notices of interest received from directors
- Information on recruitment and remuneration of senior officers below the Board level, including appointment or removal of the Chief Financial Officer and Company Secretary, if any
- Materially important litigations, show cause, demand, prosecution and penalty notices

- Fatal or serious accidents, dangerous occurrences, and issues related to material effluents or pollution
- Any materially relevant defaults in financial obligations to and by us
- Any issue that involves possible public or product liability claims of a substantial nature
- Details of joint ventures, acquisitions of companies, or collaboration agreements
- Transactions that involve substantial payments toward goodwill, brand equity or IP
- Any significant development involving human resource management
- Sale of a material nature, or of investments, subsidiaries and assets, which are not part of the normal course of business
- Details of foreign exchange exposure and the steps taken by the Management to limit risks of adverse exchange rate movement
- Non-compliance with any regulatory, statutory or listing requirements, as well as shareholder services, such as delays in share transfer etc.

C) Discussion with independent directors

The Board's policy is to regularly have separate meetings with independent directors, to update them on all business-related issues and new initiatives. At such meetings, the executive directors and other members of the Management make presentations on relevant issues.

In addition, our independent directors meet periodically at an executive session that does not have any of the executive directors or members of the Management in attendance.

D) Details of Directorships and Membership / Chairmanship of each Director

Sr.No	Name of the Director	Category of Director (Relationship with other Directors)	No. of Directorships in other Cos. (Chairman/ members)*	Committees Memberships (Chairman/ members)**
1	Mr. Rashmi Bhimjyani	Chairman	Nil	1
2	Mr. Bhavik R. Bhimjyani	Non-Independent	Nil	2
3	Mr. Yogesh Dawda	Independent	Nil	1
4	Mr. Sheetal Mehta	Independent	Nil	2

* The Directorships held by Directors as mentioned above do not include Alternate Directorships and Directorships of Foreign Companies, Private Limited Companies and Companies incorporated Under Section 8 of the Companies Act, 2013.

** In accordance with Clause 49 of the Listing Agreement, Memberships / Chairmanships of only Audit Committees and Investor Grievance / Shareholders Committee, Remuneration Committee of other Public limited Companies have been considered.

Materially significant related party transactions

There have been no materially significant related party transactions, monetary transactions or relationships between the Company and directors, Key Managerial Persons or relatives, except for those disclosed in the financial statements for the year ended March 31, 2014.

E) Code of Conduct:

The Board of Directors of the Company has approved and adopted code of conducts for Members of the Board of Directors and senior management of the Company. The Code is circulated to all the members of the Board and Senior management personnel and the compliance of the same is affirmed by them annually.

Code of Conduct for all Board members & Senior Management has been posted on the Company's website. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The Certificate is enclosed at the end of this Report.

Declaration

As provided under clause 49 of the Listing Agreement with the Bombay Stock Exchange, I affirm that the Board Members and the Senior Management Personnel have confirmed compliance with code of conduct as applicable to them, for the year ended 31st March, 2014

19th May, 2014
Mumbai

Rashmi Bhimjyani
Chairman & Managing Director

Board committees

Currently the Board has 2 committees: the audit committee, Investors Grievance Cum Share Transfer Committee. The Chairman of the Board in consultation with Committee Chairman, determines the frequency and duration of committee meetings. The quorum of the meetings is either two members or one third of the total members of the committee, whichever is higher.

The Executive Chairman of the Board, in consultation with the Company Secretary and the committee chairperson, determines the frequency and duration of the committee meetings. Normally, all the committees meet four times a year. Recommendations of the committees are submitted to the entire Board for approval.

The quorum for meetings is either two members or one-third of the members of the committee, whichever is higher.

1. Audit Committee

The Company is listed in Bombay Stock Exchange and as per clause 49 of the Listing Agreement makes it mandatory for the listed companies to adopt an appropriate Audit committee.

Audit committee report for the year ended March 31, 2014

Two third members of the committee are independent directors, according to the definition laid down in the audit committee charter, Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Bombay Stock Exchange.

The Management is responsible for the Company's internal control over financial reporting and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company's financial statements in accordance with the generally accepted auditing principles (GAAP), and for issuing a report thereon. The committee's responsibility is to monitor these processes. The committee is also responsible for overseeing the processes related to financial reporting and information dissemination. This is to ensure that the financial statements are true, fair, sufficient and credible. In addition, the committee recommends to the Board the appointment of the Company's internal and independent auditors.

In this context, the committee discussed the overall scope and plans for the independent audit with the Company's auditors. The Management shared the Company's financial statements prepared in accordance with the Indian GAAP with the committee. The committee discussed with the auditors, in the absence of the Management (whenever necessary), regarding the Company's audited financial statements, including the auditors' judgment about the quality, not just the applicability, of the accounting principles, the reasonableness of significant judgment and the clarity of disclosures in the financial statements.

The committee, in consultation with CFO, shall review the performance of all the executive directors on a half-yearly basis or at such intervals as may be necessary on the basis of the detailed performance parameters set for each of the executive directors at the beginning of the year. The committee may also regularly evaluate the usefulness of such performance parameters, and make necessary amendments.

Objective

The objective of Audit Committee is to keep vigil on managements' financial reporting process with a view to ensure timely and transparent disclosure in the financial statements. The term of reference of the Committee are extensive and include all the requirements as mandated in clause 49 of the listing agreement read with section 177 of the Companies Act, 2013.

Composition:

The Company's, Audit Committee presently comprises of three members out of which two are independent Directors.

Mr. Sheetal Mehta	- Chairman (Independent)
Mr. Bhavik Bhimjyani	- Member (Non-Independent)
Mr. Yogesh Dawda	- Member (Independent)

Meetings:

During the year under review, Four (4) meetings of the Audit Committee were held; on May 30, 2013, August 14, 2013, November 14, 2013, and February 14, 2014

Attendance of each Member at the Audit Committee Meetings held during the year

Name of Committee Member	Designation	No. of Meetings Held	No. of Meetings Attended
Mr. Sheetal Mehta	Chairman, Independent Director	4	4
Mr. Bhavik Bhimjyani	Member, Non-Independent Director	4	3
Mr. Yogesh Dawda	Member, Independent Director	4	4

Mr. Sheetal Mehta, chairman of the Audit Committee was present at the last Annual General Meeting.

Terms of References:

The terms of reference stipulated by the Board of Directors to the Audit committee are as contained under Clause 49 of the Listing Agreement and all the members of the Audit Committee have financial and accounting knowledge.

Powers of the Audit Committee are as under:

i) Powers of the Committee

The primary objective of Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting.

The Committee has vested with the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advise.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Other powers as may be mandated by any Law for time being force or as per Listing Agreement.

ii) Role of the Audit Committee:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re- appointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service.
3. Recommending to the Board of Directors, the appointment of Cost Auditor for the Company.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report as per Section 217(2AA) of the Companies Act, 1956;

- b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings;
 - c. Compliance with listing and other legal requirements relating to financial statements;
 - d. Disclosure of any related party transactions; and
 - e. Qualifications in the draft audit report, if any.
5. Reviewing with management quarterly, half-yearly, nine-months and annual financial statements, standalone as well as consolidated before submission to the Board for approval.
 6. Reviewing with the management performance of statutory and internal auditors.
 7. Discussion with the internal auditors on any significant findings and follow-up thereon.
 8. Reviewing the internal investigations by the internal auditors into matters where there is a suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
 9. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 10. Reviewing reports furnished by the internal auditors and statutory auditors and ensuring suitable follow-up thereon.
 11. Looking into reasons for substantial defaults in payment to the depositors, debenture holders, shareholders and creditors, if any.
 12. Reviewing the appointment of the Chief Internal Auditor of the Company.
 13. Reviewing the Company's financial and risk management policies.

The Company has an internal audit team, headed by the Chief Internal Auditor, who reports to the Managing Director & CEO and the Audit Committee. From time to time, the findings are made to the Audit Committee on the findings of such reviews.

14. Reviewing with the management and the Statutory Auditors anticipated changes in the Accounting Standards.
15. Reviewing the Management Discussion and Analysis of the financial condition and results of operations.
16. Reviewing the statements of significant related party transactions, the financial statements and investments made by the unlisted subsidiary companies.
17. Review of the Whistle Blower mechanism of the Company as per the Whistle Blower Policy; and Company's adequacy of internal controls covering financial, operational, compliance, IT applications, etc., are reviewed by the Internal Audit Department and presentation
18. Any other matter referred to by the Board of Directors.

2. Investors' Grievance Cum Share Transfer Committee Composition:

Investors' Grievance cum Share Transfer Committee of the Board presently comprises of 3 members out of which one director is independent non-executive director, viz., Mr. Sheetal Mehta and other members are Mr. Rashmi Bhimjyani and Mr. Bhavik Bhimjyani.

Objectives:

The objective of the Shareholders Grievance Committee is to review and address the grievances of the Shareholders in respect of share transfers, transmissions, non-receipt of annual report, non-receipt of declared dividend etc., and other related activities. The Committee oversees performance of the Registrar and Transfer Agents of the Company, and recommends measures for overall improvement in the quality of investor services. The Committee also monitors implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992.

Meetings:

During the year under review, four (4) meetings of the Investors' Grievance Committee were held on May 30, 2013, August 14, 2013, November 14, 2013 and February 14, 2014

Attendance of each Member at the Investors' Grievance Committee held during the year:

Name of Committee Member	Designation	No. of Meetings Held	No. of Meetings Attended
Mr. Sheetal Mehta	Chairman, Independent Director	4	4
Mr. Bhavik Bhimjyani	Member, Non-Independent Director	4	3
Mr. Rashmi Bhimjyani	Member, Non-Independent Director	4	4

The terms of reference are to review and redress the shareholder's and Investor Grievances and queries in relation to transfer of shares, non-receipt of Balance Sheets, declaration of dividends, approval of subdivision, consolidation, transmission and issue of duplicate shares.

Management's discussion and analysis

A detailed report on our Management's discussion and analysis forms part of this Annual Report.

F. Shareholders

Disclosures regarding the appointment or re-appointment of directors:

The Companies Act, 2013 provides for appointment of independent directors. Sub section (10) of Section 149 of the Companies Act, 2013 (effective April 1, 2014) provides that independent directors shall hold office for a term of up to five consecutive years on the board of a company; and shall be eligible for re-appointment on passing a special resolution by the shareholders of the company.

Sub-section (11) states that no independent director shall be eligible for more than two consecutive terms of five years. Sub-section (13) states that the provisions of retirement by rotation as defined in sub sections (6) and (7) of Section 152 of the Act shall not apply to such independent directors.

The Board has been advised that non-executive (independent) directors so appointed would continue to serve the term that was ascertained at the time of appointment as per the resolution pursuant to which they were appointed. Therefore, it stands to reason that only those non executive (independent) directors who will complete their present term, at the ensuing AGM of the Company in June 2014, being eligible and seeking re-appointment, be considered by the shareholders for re-appointment for a term of up to five consecutive years.

Non-executive (independent) directors who do not complete their term at the ensuing AGM, will continue to hold office till expiry of their term (based on retirement period calculation) and would thereafter be eligible for re-appointment for a fixed term in accordance with the 2013 Act.

Under the provisions of Clause 49 of the Listing Agreement and The Companies Act, 2013, company has to appoint a woman director. Your company took a note of the same and working towards that.

The detailed profiles of all these directors are provided in the Notice convening the AGM

G. Investor grievance and share transfer

We have an Investors' Grievance Cum Share Transfer Committee to examine and redress shareholders' and investors' complaints. The status of complaints and share transfers is reported to the entire Board. The details of shares transferred and the nature of complaints are provided in the Shareholder information section of the Annual Report. For shares transferred in physical form, the Company provides adequate notice to the seller before registering the transfer of shares. The share transfer committee of the Company will meet as often as required to approve share transfers. For matters regarding shares transferred in physical form, share certificates and change of address, shareholders should communicate with Link Intime (India) Ltd., our registrar and share-transfer agent. Their address is published in the Shareholder information section of the Annual Report.

Share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale / purchase transaction from the broker, shareholders should approach the depository participant with a request to debit or credit the account for the transaction. The depository participant will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register the share transfer.

H) Investor Grievance Redressal

Number of Complaints received and resolved to the satisfaction of Investors during the year under review and their break-up are as under:-

Nature of Complaints	Received	Resolved
De-mat/Transfer/Non-Receipt of Dividend/Interest/ Redemption Warrant	1	1
Total:	1	1

There were no outstanding complaints as on 31 March 2014.

I) Details of non-compliance

There has been no instance of non-compliance with any legal requirements, nor have there been any strictures imposed by any stock exchange, SEBI on any matters relating to the capital market over the last three years.

J) Compliance certificate on corporate governance

As required by Clause 49 of the Listing Agreement, the compliance certificate on corporate governance is annexed to the Directors' report.

K) CEO and CFO certification

As required by Clause 49 of the Listing Agreement, the CEO and CFO certification is annexed to the Directors' Report.

Details of past three years Annual General Meetings (AGM) and Extra – ordinary General Meeting (EOGM)/Court Convened Meeting :

i. Location, place and time where the meetings were held:

Year	Venue/Location	Type of meeting	Day & Date	Time
2014	508, Dalamal House, J. B. Road, Nariman Point, Mumbai - 400 021	Court Convened Meeting	Thursday, 27th February, 2014	11.30 AM
2013	508, Dalamal House, J. B. Road, Nariman Point, Mumbai - 400 021	Annual General Meeting	Monday, 15th July, 2013	10.00 AM
2012	508, Dalamal House, J. B. Road, Nariman Point, Mumbai - 400 021	Annual General Meeting	Friday, 28th September, 2012	10.00 AM
2011	508, Dalamal House, J. B. Road, Nariman Point, Mumbai - 400 021	Annual General Meeting	Friday, 30th September, 2011	10.00 AM

ii. Whether any special resolutions passed in the previous 3 AGMs and EOGM?

Yes, Special Resolution was passed in the last AGM.

iii. Any special resolutions were put through Postal ballot last year:

No, Special Resolution was put through postal ballot in the last AGM.

iv. Persons who conducted the Postal Ballot exercise: Not Applicable.

v. Procedure for Postal Ballot.: Not Applicable

Compliance with non-mandatory requirements of Clause 49 of the Listing Agreement

Clause 49 of the Listing Agreement ('the Clause') mandates us to obtain a certificate from either the auditors or practicing Company Secretaries regarding the compliance to conditions of corporate governance as stipulated in the Clause, and append the certificate with the Directors' report, which is sent annually to all our shareholders. We have obtained a certificate to this effect, which is provided as an Annexure to the directors' report. The Clause further states that the non-mandatory requirements may be implemented as per our discretion. However, the disclosures of compliance with mandatory requirements, and the adoption (and compliance) / non-adoption of the non-mandatory requirements shall be made in this section of the Annual Report.

Remuneration to Managing Director and other Directors

No remuneration is being paid to Mr. Rashmi Bhimjyani, Managing Director of the Company. No remuneration is paid to any of the Directors by way of commission.

Whistleblower Policy

No employee has been denied access to the audit committee during fiscal year 2014.

Attendance of Directors in last Annual General Meeting

Sr. No.	Name of Director	Last AGM attended – 15.07.2013
1	Mr. Rashmi Bhimjyani	Yes
2	Mr. Bhavik Bhimjyani	Yes
3	Mr. Yogesh Dawda	Yes
4	Mr. Sheetal Mehta	Yes

No Ordinary or Special resolution was passed through postal Ballot during Financial year 2013-14. None of the resolutions proposed at the ensuing Annual General Meeting needs to be passed by Postal Ballot.

Insider Trading:

The Company has adopted code of conduct for prevention of Insider Trading pursuant to the Insider Trading Regulations as amended from time to time issued by SEBI. The code of conduct is applicable to all Directors and key Management Personnel of the Company who are expected to have access to information related to the Company which can have impact on the prices of the shares of the Company.

Insider Trading:

The Company has adopted code of conduct for prevention of Insider Trading pursuant to the Insider Trading Regulations as amended from time to time issued by SEBI. The code of conduct is applicable to all Directors and key Management Personnel of the Company who are expected to have access to information related to the Company which can have impact on the prices of the shares of the Company.

OTHER DISCLOSURES

- Related Party Transactions

The company follows the following policy in disclosing the related party transactions to the Audit Committee:

- i A statement in summary form of transactions with related parties, if any, in the ordinary course of business is placed before the Audit Committee.
- ii Details of material individual transactions with related parties which are not in the normal course of business, if any, is placed before the Audit Committee.
- iii Details of material individual transactions with related parties or others, which are not on an arm's length basis is placed before the Audit Committee, together with Management's justification for the same.

There were no transactions of a material nature with the directors or Key Managerial Persons, the Company's subsidiary or relatives of the directors during the financial year which could have potential conflict with the interest of the Company at large. Necessary disclosures in regard to the Transactions with related parties have been made in the Financial Statements under Notes to Accounts – "Related Party Transactions".

- **Risk Management**

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

- **Means of Communication**

The Company regularly intimates its financial results to the Stock Exchanges as soon as these are taken on record /approved. The financial results, quarterly, half yearly and Annual results and other Statutory information were communicated to the shareholders by way of an advertisement in Financial Express (English) and Apla Mahanagar (Marathi local) having wide circulation. Quarterly and annual financial statements, along with segmental information, are also posted on our website, www.rtxports.com.

Management Discussions and Analysis Report forming part of Annual Report are annexed separately.

General Shareholders Information

- Next Annual General Meeting

Day & Date : Tuesday, 15th July, 2014
 Time : 10.00 a.m.
 Venue : 508, Dalamal House, Jamnalal Bajaj Marg, Nariman Point,
 Mumbai - 400 021.

- Financial Calendar for 2014 -2015 :- (Tentative dates)

Financial year: April 01, 2014 to March 31, 2015

- i) Un-audited results for the quarter ended 30th June 2014 – Fourth week of July, 2014
- ii) Un-audited results for the quarter/half Year ending 30th September 2014 – Third week of October, 2014
- iii) Un-audited results for the quarter ending 31st December 2014 - Third week of January, 2015
- iv) Un-audited results for the year ending 31st March 2015 – Third week of April, 2015
- v) Annual General Meeting for the year ending 31st March 2015 – July 2015

Book Closure date:

The Company's Register of Members and Share Transfer Books will remain closed from Tuesday, 8th July, 2014 to Tuesday, 15th July, 2014 (both days inclusive).

Registered office: 508, DALAMAL HOUSE,
 JAMNALAL BAJAJ MARG,
 NARIMAN POINT,
 MUMBAI- 400 021.
 TEL: (91-22) 2284 0000
 FAX: (91-22) 6630 7000

Listing

The Company's equity shares are listed at the following Stock Exchange:

1) BSE Limited

Phroze Jeejeebhoy Towers,
 Dalal Street, Mumbai – 400 001.
 Ph: +91 -22 – 22721233 Fax: +91 – 22 -22723677

2) Scrip Information:

Name of the Exchange	Trading Symbol/Code
The Stock Exchange, Mumbai (BSE)	512565
ISIN Demat	INE 581D01015

- 3) The Company has depository connectivity with NSDL & CDSL and has paid Annual Custody Fees for the financial year 2014-2015.

4) The Company has paid Annual Listing Fees for above Stock Exchange for the financial year 2014-2015.

• **Stock Market Price data:**

Month	High (Rs.)	Low (Rs.)	BSE Sensex	
			High	Low
April 2013	20.50	19.00	17664.10	17010.16
May 2013	20.00	19.95	17432.33	15809.71
June 2013	20.00	18.10	17448.48	15748.98
July 2013	17.85	13.40	17631.19	16598.48
August 2013	19.60	18.65	17972.54	17026.97
September 2013	19.60	18.65	18869.94	17250.80
October 2013	19.60	18.65	19137.29	18393.42
November 2013	19.60	18.65	19372.70	18255.69
December 2013	20.40	18.45	19612.18	19149.03
January 2014	18.80	18.00	20203.66	19508.93
February 2014	21.65	16.20	19966.69	18793.97
March 2014	17.00	9.50	19754.66	18568.43

• **Shareholding Pattern as on 31 March, 2014**

Category	No. of Shareholders	No. of Shareholders	% of Shareholding
Promoters	6	28,82,287	66.12
Mutual Funds / UTI	2	300	0.006
Banks/ Financial institution	1	500	0.01
Bodies Corporate	37	74,869	1.72
Indian Public	1,991	7,77,067	17.83
HUF	7	4,555	0.10
NRIs	202	60,480	1.39
NRN	10	5,750	0.13
Foreign Company	1	5,50,000	12.62
Other Clearing member	3	3,192	0.07
Market Maker	0	0	0.00
	2,260	43,59,000	100

• **Distribution Schedule as of 31 March 2014:**

Distribution	No. of Shareholders	No. of Shares	% of Shareholding
Less than 500	2048	268790	6.17
501 -1000	101	80346	1.84
1001-2000	59	92533	2.12
2001-3000	14	37638	0.86
3001-4000	7	23749	0.55
4001-5000	5	22296	0.51
5001-10000	10	69011	1.58
10001 & above	16	3764637	86.37
Total	2260	4359000	100.00

- **Registrar & Share Transfer Agents:**

In order to attain speedy processing and disposal of share transfer and other allied matters, the Board has appointed M/s Link Intime (India) Private limited as the Registrar and Share Transfer Agents of the Company. Their Correspondence address is as follows:

M/s. Link Intime India Private Limited (Previously known as Intime Spectrum Registry Limited) (Unit – R. T. Exports Limited), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup – West, Mumbai – 400 078, Ph : 022 – 2596 3838 Fax : 022 – 2594 6969

- **Share Transfer System:**

The trading in Equity shares of the Company being in compulsory demat form are transferable through depository system. The share in physical form are processed by the Registrar and Transfer Agents and approved by the investors' Grievance Cum Share Transfer Committee.

The applications for transfer of shares held in physical form are received at the office of the Registrar and Share Transfer Agents of the Company. All valid transfers are processed within 30 days from the date of lodgment.

On 31 March 2014 there was no unprocessed transfer pending.

- **ECS Mandate**

To service the investors better, the Company requests all the shareholders who hold shares in dematerialized form to update their bank particulars with their respective depositories immediately. Shareholders holding shares in the physical form may kindly forward the bank particulars to our Registrars to the address mentioned above.

- **Dematerialization of shares and liquidity**

As at 31st March, 2014, 83.00 % of shareholding was held in dematerialized form with NSDL and CDSL, while 17.00 % was held in physical form.

- **Outstanding GDRs/ADRs/Warrants**

There are no outstanding GDRs/ADRs/Warrants or any convertible instruments, as on 31st March, 2014, likely to have an impact on the Equity Share Capital of the Company.

- **Investor Correspondence:**

Registrar and transfer Agent (Share transfer and communication regarding share certificates and change of address.	Link time (India) Ltd, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai -400 078
Compliance Officer	Rajeshkumar Pillai, 508 , Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021. Tel 91 22 22840021 Fax 9122 66307000 Email :- "compliance@rtexports.com"

Place: Mumbai
Date: 19th May, 2014

For and on behalf of the Board

Rashmi Bhimjyani
Chairman & Managing Director

CEO and CFO Certification

To
The Board of Directors
R. T. Exports Limited
Mumbai

We, Mr. Rashmi Bhimjyani, Managing Director and Mr. Vishnu Singh, Chief Financial officer of R. T. Exports Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement and all the notes on accounts and the Director's Report.
2. Based on our knowledge and information, these statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which statements were made, not misleading with respect to the period covered by this report.
3. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects a true and fair view of the company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and/or applicable laws and regulations.
4. There are no transactions entered into by the company during the year that are fraudulent, illegal or volatile of the company's code of conduct and Ethics.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have:
 - a. Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepting Accounting Principles (GAAP) in India.
 - c. Evaluated the effectiveness of the Company's disclosure, controls and procedures.
 - d. Disclosed in this report changes, if any, in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially effected, or is reasonably likely to materially effect, the Company's internal control over financial reporting.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board of Directors (and persons performing the equivalent functions):
 - a. There were no deficiencies in the design or operation of internal controls, that could adversely effect the Company's ability to record, process, summarize and report financial data, and there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
 - b. There were no significant changes in internal controls during the year covered by this report.
 - c. All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
 - d. There were no instances of fraud of which we are aware, that involve the Management or other employees who have a significant role in the company's internal control system.
7. We affirm that we have not denied any personnel, access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declare that all Board members and senior managerial personnel have affirmed compliance with the Code of Conduct and Ethics for the current year.

Place: Mumbai
Date : 19th May, 2014

Rashmi Bhimjyani
Managing Director

Vishnu Singh
Chief Financial officer

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(Under Clause 49 of the Listing agreement)

To the Members

RT EXPORTS LIMITED

I have examined the compliance of conditions of Corporate Governance by R. T. Exports Limited for the year ended 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management. I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements.

I state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Share Transfer and Shareholders/ Investors Grievance Committee.

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

Ruchika Shah

Practicing Company Secretary

CP No. 10671 (ACS 29160)

Place: Mumbai

Date: 19th May, 2014

INDEPENDENT AUDITOR'S REPORT

**To the Members of R. T. Exports Limited.
Report on the Financial Statements**

We have audited the accompanying financial statements of R.T Exports Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the 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 Financial Statements

The Company's Management is responsible for the preparation of these 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (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, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

FOR RAMESH M SHETH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 111883W

(RAMESH M SHETH)
PARTNER
M. NO. 008221

Place: Mumbai
Date: 19th May, 2014

Annexure referred to in Paragraph 2 of our report of even date to the members of R. T. Exports Limited (The Company)

1. In respect of its fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, the Company has formulated a programme of physical verification of all the fixed assets. The fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. In our opinion, the Company has not disposed off substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its inventories:
 - a. As explained to us, stock of raw materials, finished goods and stores have been physically verified by the management at regular intervals during the year.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - c. The Company has maintained proper records of stocks. As explained to us, there was no material discrepancies noticed on physical verification of stocks as compared to the book records.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
 - a. The Company has not granted unsecured loans, to parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - b. In absence of any loan granted hereto whether the rate of interest and repayment of principal amount is prima facie prejudicial to the interest of the Company does not arise.
 - c. In absence of any loan granted whether the parties are regular in payment of principal amount and interest thereon does not arise.
 - d. In absence of any loan granted whether there is any overdue amount of principal and interest exceeding Rs. One lakh and whether the Company needs to take any steps for recovery of the same does not arise.
 - e. The Company has taken loans from two parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was ₹ 281.13 lacs and year-end balance of such loan was ₹ 281.13 lacs.
 - f. As per the documents produced before us for our verification, the rate of interest and repayment of principal amount is not prima facie prejudicial to the interest of the Company.
 - g. Since the repayment of loans is on demand and carries nil rate of interest, the same is not applicable.
4. The Company has adequate Internal Control Procedure commensurate with the size of the Company and the nature of business, for the purchase of inventory, fixed assets and for the sale of goods.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
 - a. In our opinion and according to the information and explanation given to us the Company has entered into transaction in pursuance to the arrangement that needed to be entered into the register maintained under Section 301 of the Companies Act, 1956.
 - b. In our opinion and according to the information given to us the arrangement has been reasonably made at prices prevailing at that point of time.
6. The Company has not accepted any deposits from the public.

7. The Company has internal audit system commensurate with the size and nature of its business.
8. The Company is not into production, processing, manufacturing or mining business and hence para 4(viii) of the said Order is not applicable.
9. In respect of statutory dues:
According to the records of the Company, the Company has deducted Provident Fund and Profession tax and the same has normally paid in time. Other statutory dues like Investor Education and Protection Fund and Employees' State Insurance are not applicable. There are no undisputed dues pending in respect to Income-tax, Wealth tax, Customs Duty, Excise Duty, Cess and other statutory dues except ₹ 44.11 lacs of undisputed amount in respect to Service tax, ₹ 8,306/- in respect to VAT, 10.20 lacs in respect to Works Contract tax and labour cess of ₹ 3.28 Lacs.

Subject to foregoing as per the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014 for a period of more than six months from the date of becoming payable.
10. The Company has not incurred any cash losses during the financial year covered by our audit and also in the immediately preceding financial year and there are no accumulated losses in the balance sheet as on 31st March 2014.
11. The Company has obtained loans from banks and is regular in repayment of dues.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted during the year by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund/ society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
14. The Company has not transacted in shares and securities and hence this para is not applicable.
15. The Company has not given any guarantees for loans taken by others from banks or financial institutions and hence para 4(xv) of the Order is not applicable.
16. The Company has raised term loan during the year from bank and financial institution. The Company has not defaulted in repayment of the term loan so obtained.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the Company has not utilized any short term funds for long term and vice versa.
18. During the year, the Company has made preferential allotment of preference shares to companies covered in the Register maintained under Section 301 of the Companies Act, 1956. According to the information and records produced before us, the price at which the preference shares issued is not prejudicial to the interest of the Company.
19. The Company has not issued any debentures and hence para 4(xix) of the Order is not applicable.
20. The Company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

FOR RAMESH M SHETH & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 111883W

(RAMESH M SHETH)
PARTNER
M. NO. 008221

Place: Mumbai
Date: 19th May, 2014

BALANCE SHEET AS AT 31st March, 2014

	NOTE	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
I. EQUITY & LIABILITIES.			
Shareholders' Funds			
(a) Share Capital	2	193,131,500	193,131,500
(b) Reserves and Surplus	3	73,829,621	73,688,404
		266,961,121	266,819,904
Non-Current Liabilities			
(a) Long - term Borrowings	4	147,109,445	117,701,471
(b) Defereed tax liabilities(Net)	5	12,641,601	12,236,901
(c) Other Long-term Liabilities	6	8,247,400	9,578,012
(d) Long - term Provisions	7	641,141	475,225
		168,639,587	139,991,609
Current Liabilities			
(a) Short - term borrowings	8	40,688,911	2,817,170
(b) Trade Payables	9	6,201,613	34,504,861
(c) Other Current Liabilities	10	8,907,781	14,043,253
(d) Short-term Provisions	11	-	8,986
		55,798,305	51,374,270
	TOTAL	491,399,013	458,185,783
II. ASSETS.			
Non-Current Assets.			
(a) Fixed Assets	12		
(i) Tangible Assets		162,565,962	74,714,508
(ii) Capital Work-in-Progress		-	38,476,906
(b) Non-Current Investments	13	72,900	71,700
(c) Long-term Loans and Advances	14	274,024,242	274,858,216
(d) Other Non-Current Assets	15	17,104	25,757
		436,680,208	388,147,087
Current Assets.			
(a) Inventories	16	-	-
(b) Trade receivables	17	767,390	1,064,795
(c) Cash and cash equivalents	18	152,488	10,964,561
(d) Short-term loans and advances	19	53,798,927	58,009,340
		54,718,805	70,038,696
	TOTAL	491,399,013	458,185,783

Notes forming part of Financial Statements 1-36

As per our report of even date
For Ramesh M Sheth and Associates
Chartered Accountants
FRN 111883W

Ramesh M Sheth
Partner
Membership No. 008221

Place: Mumbai
Date: 19th May, 2014

For and on behalf of the Board

Rashmi Bhimjyani
Chairman & Managing Director

Rajeshkumar C. Pillai
Company Secretary
Membership No. 33189

Bhavik Rashmi Bhimjyani
Director

Place: Mumbai
Date: 19th May, 2014

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st March 2014

	NOTE	For the period ended 31.03.2014 Rs.	For the period ended 31.03.2013 Rs.
I. Revenue from Operations	20	49,713,350	42,978,858
II. Other Income	21	7,628,791	4,183,058
Total Revenue		57,342,141	47,161,916
III. Expenses :			
(a) Purchases of Stock in Trade	22	27,517,685	-
(b) Changes in Inventories of Finished Goods	23	-	-
(c) Employee Benefits Expense	24	6,116,039	8,060,984
(d) Finance Cost	25	9,964,850	5,093,568
(e) Depreciation and Amortization Expense	12	3,729,571	7,149,485
(f) Other Expenses	26	9,228,079	11,356,144
(g) Loss on sale of Fixed Assets		-	9,663,355
Total Expenses		56,556,224	41,323,536
IV. Profit Before Extraordinary Items and Taxation		785,917	5,838,380
Extraordinary item - (Loss)		-	-
V. Profit Before Tax		785,917	5,838,380
VI. Tax Expense:			
(a) Current Tax		240,000	1,100,000
(b) Deferred Tax		404,700	510,097
VII. Profit for the Year		141,217	4,228,283
VIII. Earning Per Share: - Basic and Diluted (In Rs.)		0.03	0.97
Notes forming part of Financial Statements	1-36		

As per our report of even date
For Ramesh M Sheth and Associates
Chartered Accountants
FRN 111883W

Ramesh M Sheth
Partner
Membership No. 008221

Place: Mumbai
Date: 19th May, 2014

For and on behalf of the Board

Rashmi Bhimjyani
Chairman & Managing Director

Rajeshkumar C. Pillai
Company Secretary
Mebership No. 33189

Bhavik Rashmi Bhimjyani
Director

Place: Mumbai
Date: 19th May, 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

NOTE	As on 31.03.2014 Rs.	As on 31.03.2013 Rs.
A. CASHFLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and Prior period items	785,917	5,838,380
Adjusted for :		
Depreciation	3,729,571	7,149,485
Sundry Balance Written Off/Provision for doubtful Debts	604,686	-
Preliminary Expenses W/off	-	-
Sundry Balance Written back	(1,502,344)	(12,224)
Provision of income tax adj ealrier year (net)	-	-
Provision for diminution in Investment	(1,200)	2,000
(Profit) /Loss on sale of assets	-	9,663,352
Extra-ordinary items (Profit on forex Fluctuation)	(481,428)	-
Provision for Gratuity	156,930	-
Financial charges	9,964,850	5,093,568
Interest Income	(458,377)	(329,735)
Previous year income	(100,392)	-
Furniture Hiring Income	(3,172,320)	(3,330,936)
Cash Discount		
Weight Shortage & Quality Difference		
Operating Profit before working capital changes	9,021,600	24,578,185
Adjusted for :		
Changes in Trade Receivables	297,405	16,390,519
Changes in Inventories	-	-
Changes in Trade payables	(28,303,248)	32,245,238
Changes in other current assets	-	95,018
Changes in long term provisions	-	(74,458)
Changes in short term provisions	-	(1,203)
Changes in other current liabilities	(5,135,472)	8,387,531
Cash generated from operations	(24,119,716)	81,620,830
Tax Paid (Net)	(146,283)	(1,783,641)
Cash Flow before Extraordinary and Prior Period items	(24,265,999)	79,837,189
Extra-ordinary items	481,428	-
Net Cash from / (used in) Operating Activities	(23,784,571)	79,837,189
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase & Sale of fixed assets & capital advances	(53,104,118)	(63,507,997)
(Purchase)/Sale of Investments		
Sale of Fixed assets	-	-
Interest income	458,377	329,735
Rent Income	3,172,320	3,330,936
Net Cash from / (used in) Investing Activities	(49,473,422)	(59,847,326)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long Term Loans and Advances	(1,969,915)	(75,127,606)
Proceeds of Short term loans and advances	6,920,585	(57,719,740)
Receipt of Long Term Borrowings	29,579,706	101,326,317
Income tax refund received		
Financial expenses	(9,964,850)	(5,093,568)
Increase in Other Non Current Assets	8,653	(15,006)
Proceeds of Short Term Borrowings	37,871,741	2,305,488
Net Cash from / (used in) Financing Activities	62,445,920	(34,324,115)
D.		
Net increase in cash and cash equivalents (A+B+C)	(10,812,072)	(14,334,252)
Opening balance of cash and cash equivalents	10,964,560	25,455,743
Closing balance of cash and cash equivalents	152,488	10,964,560
E. Schedule for Cash and Cash Equivalents		
Cash On Hand	4347	62,495
Balance in fixed deposits and earmarked funds		
Balances with Scheduled Banks	148141	10,902,065
Total	152,488	10,964,560

Notes: 1) Bracket indicates cash outflow.

2) Above Cash Flow Statement has been prepared under indirect method as per "Accounting Standard (AS) 3 Cash Flow Statement"

3) Previous year figures have been regrouped wherever necessary to confirm to current year's classification

As per our report of even date
For **Ramesh M Sheth and Associates**
Chartered Accountants**Ramesh M Sheth**
Partner
Membership No.008221Place: Mumbai
Date: 19th May, 2014

For and on behalf of the Board

Rashmi Bhimjyani
Chairman & Managing Director**Bhavik Rashmi Bhimjyani**
Director**Rajeshkumar C. Pillai**
Company Secretary
Membership No. 33189Place: Mumbai
Date: 19th May, 2014

NOTES TO THE FINANCIAL STATEMENTS**(1) Significant Accounting Policies****A Basis of Preparation of Financial Statements**

- a) The financial statements have been prepared under the historical cost convention, in accordance with generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted and applied consistently by the Company. The accounts have been prepared on the going concern basis as the company has continued rice processing activity at Kandla. The Company has entered into a business of handling, storage and transportation of agri products at Bundi (Rajasthan)
- b) The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amount of revenue and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / ascertained.

B. Recognition of the Components of Financial Statements**i. Fixed Assets and Depreciation**

- a) Fixed assets are stated at cost of acquisition and construction less accumulated depreciation. Cost of acquisition is derived after taking credit for subsidy received from NABARD.
- b) Depreciation is provided on Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.
- c) In accordance with the Accounting Standard 28 on Impairment of assets issued by the Institute of Chartered Accountants of India, Assets are treated as impaired when the carrying cost of assets exceeds its recoverable amount.

As per the valuation carried out by the management from an independent valuer and as per the valuation of fixed assets carried out by the management, they arrived at the conclusion that the market value of its assets exceeds the carrying cost, the management is of the view that since the market value of assets recovers its cost, no loss on account of impairment of assets should be considered.

ii. Investment

Long term investments are stated at cost less provision for permanent diminution in value of such investments. Current investments are stated at lower of cost and fair value.

iii. Inventories

In general all Inventories of raw materials, finished goods and stores and spares etc. are stated at lower of cost or net realisable value. Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing the inventory to their present location and condition. The cost of raw materials is determined on weighted average basis and stores & spares on FIFO basis.

iv. Foreign Currency Transactions

- a) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of transaction.

NOTES TO THE FINANCIAL STATEMENTS

- b) Monetary items denominated in foreign currencies at the year end not covered by the forward exchange contracts are translated at the year end rates and those covered by forward exchange contracts are translated at the rate ruling at the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such differences having been recognized over the life of the contract.
- c) Gain or loss arising out of translation/conversion is taken credit for or charged to the Profit and Loss Account.

v. Employee Retirement Benefits

Provision for gratuity liability to employees is made on the basis of actuarial valuation.

vi. Recognition of Income and Expenditure

The Company recognizes significant items of income and expenditure on accrual basis. The Company has entered into a selling agent arrangement with M/s Vidyavihar Containers Ltd which stipulates inter-alia that the Company is entitled to a commission after the sale proceeds deposited by the flat purchasers exceeds a figure of Rs.83.50 Crores.

The Company had achieved the target of collecting Rs. 83.50 Crores pursuant to which security deposit and profits have started accruing. The Profits are booked in the books of account as and when the same accrues.

One M/s Neelkanth Mansions and Infrastructure Limited ("NMIL") filed a suit vide suit no. 830 of 2010 wherein the Company, M/s Treetop Housing & Estate Pvt. Ltd.(Treetop) were made Respondents. The said NMIL has claimed their share in the proceeds overflowing the target amount of Rs. 83.50 crores. The Company, Treetop and NMIL entered into consent term on 2nd July 2011 whereby each of the three parties will receive the overflow of proceeds equally.

vii. Borrowing Cost

The borrowing costs are normally charged to revenue except those that are attributable to the acquisition or construction of the qualifying assets, which are capitalized. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use.

viii. Provision

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

- ix. Sales and Services Sales and services include service charges, commission but exclude sales tax and service tax.

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
2) SHARE CAPITAL		
Authorized		
17,000,000 (Previous Year 17,000,000) Equity Shares of Rs.10/-each	17,00,00,000	17,00,00,000
1,900,000 (Previous Year 1,900,000) Preference Shares of Rs.100/- each	19,00,00,000	19,00,00,000
	<u>36,00,00,000</u>	<u>36,00,00,000</u>
Issued Subscribed and Paid Up		
4,359,000 , Equity Share (Previous Year 4,359,000) of Rs.10/- each fully paid up of the above 562,500 shares of Rs. 10/- each were allotted as fully paid up bonus shares by capitalization of free reserves.	4,35,90,000	4,35,90,000
700,000 (Previous Year 700 000) 9% Cumulative Preference Shares of Rs. 100/- each fully paid up has been redeemed.	-	7,00,00,000
700,000 (Previous Year Nil) 9% Cumulative Preference Shares of Rs. 100/- each fully paid up to be redeemed on 31st March 2019	7,00,00,000	-
795,415 , 6 % Non Cumulative Redemable Preference Shares (Previous Year 795,415) of Rs. 100 each Fully Paid up and was to be redeemed on 8th March 2013. The Company will redeem the same in due course of time.	7,95,41,500	7,95,41,500
	<u>19,31,31,500</u>	<u>19,31,31,500</u>

Equity Shareholders holding more than 5% shares :	As at 31st March 2014		As at 31st March 2013	
	% Age	No. of Shares	% Age	No. of Shares
Name of the Shareholder				
Rashmi Bhimjyani	40.30	17,56,527	40.30	17,56,527
Harmony Holding Limited	12.62	5,50,000	12.62	5,50,000
Rekha Bhimjyani	10.07	4,39,168	10.07	4,39,168
Bhavik Bhimjyani	9.55	4,16,460	9.55	4,16,460
9% Cummulative Preference Shareholders holding more than 5% shares :				
R T Agro Private Limited (Formerly known as Peninsula Gateways Private Limited)	100.00	7,00,000	100.00	7,00,000
6% Non Cummulative Preference Shareholders holding more than 5% shares :				
Harmony Holding Limited	100.00	7,95,415	100.00	7,95,415
The reconciliation of the number of equity shares outstanding is set out below :				
Equity Shares at the beginning of the year			4,3,59,000	4,3,59,000
Equity Shares at the end of the year			4,3,59,000	4,3,59,000
The reconciliation of the number of 9% cummulative preference shares outstanding is set out below :				
Preference Shares at the beginning of the year			7,00,000	7,00,000
Preference Shares redeemed during the year			(7,00,000)	
Preference Shares issued during the year			7,00,000	
Preference Shares at the end of the year			7,00,000	7,00,000
The reconciliation of the number of 6% non - cummulative preference shares outstanding is set out below :				
Preference Shares at the beginning of the year			7,95,415	7,95,415
Preference Shares at the end of the year			7,95,415	7,95,415

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
3) RESERVES AND SURPLUS		
Capital Redemption Reserve		
Opening balance	3,47,84,300	3,47,84,300
Add / Less :- Adjustment during the year	-	-
Closing balance	3,47,84,300	3,47,84,300
Securities Premium Account		
Opening balance	3,55,67,200	3,55,67,200
Add / Less :- Adjustment during the year	-	-
Closing balance	3,55,67,200	3,55,67,200
Surplus (balance in the statement of profit and loss)		
Opening balance	33,36,904	(14,24,494)
Add :- Transfer from statement of profit and loss	1,41,217	42,28,283
Add :- Income tax Adjustment earlier year (net)	-	5,33,115
Closing balance	34,78,121	33,36,904
	<u>7,38,29,621</u>	<u>7,36,88,404</u>
NON CURRENT LIABILITIES :		
4) LONG TERM BORROWINGS		
(a) Secured Loans		
Term Loan		
Oriental Bank of Commerce	10,20,57,201	5,42,76,187
i) Secured by Mortgage of Company 's Land & Building situated at Devpura, Bundi (Rajasthan) vide Kasra no. 34,35,856,857,858,859,860,861,862,863,864		
ii) Interest rate 11.25% p.a.		
iii) Repayment in 40 Quarterly installment after a moratorium of 24 months from the date of disbursement.		
Tata Capital Housing Finance Limited (Secured by five residential flat booked at Neelkanth kingdom) Interest rate 10.75% p.a.	1,34,19,179	2,33,46,126
State Bank of India (hypothecation of vechile) (Refer note no 8)	14,69,704	1,497,187
b) Unsecured Loans		
From Directors	3,01,63,361	85,81,971
Others	-	3,00,00,000
	<u>14,71,09,445</u>	<u>11,77,01,471</u>
5) DEFERRED TAX LIABILITIES (Net)		
Opening deferred tax liability	1,22,36,901	1,17,26,804
Add: On account of Depreciation	4,04,700	5,10,097
Less: On account of Gratuity	-	-
Deferred Tax Liability (Net)	<u>1,26,41,601</u>	<u>1,22,36,901</u>
6) OTHER LONG TERM LIABILITIES		
Retention Money	-	-
Security Deposits	82,47,400	95,78,012
	<u>82,47,400</u>	<u>95,78,012</u>

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
7) LONG TERM PROVISIONS		
Provision for employee benefits		
Retirement benefits	6,41,141	4,75,225
	<u>6,41,141</u>	<u>4,75,225</u>
CURRENT LIABILITIES :		
8) SHORT TERM BORROWINGS		
Secured Loan		
Obc term Loan	1,22,70,000	-
Tata Capital Housing Finance Limited (Secured by five residential flat booked at Neelkanth kingdom)	1,07,31,468	15,27,388
State Bank of India (hypothecation of vechile) (Refer note no 4)	6,83,744	12,89,782
Others	1,70,03,699	-
	<u>4,06,88,911</u>	<u>28,17,170</u>
9) TRADE PAYABLES		
(a) Due to Micro and Small enterprises	-	-
(b) Due to Others	62,01,613	3,45,04,861
	<u>62,01,613</u>	<u>3,45,04,861</u>
10) OTHER CURRENT LIABILITIES		
(a) Loan and Advances	-	-
(b) Bank Overdraft	27,16,396	7,85,063
(c) Others		
Others (Statutory Payments)	61,91,385	98,58,190
Others	-	34,00,000
	<u>89,07,781</u>	<u>1,40,43,253</u>
11) SHORT TERM PROVISIONS		
(a) Provision for employee benefits		
Retirement benefits	-	8,986
	<u>-</u>	<u>8,986</u>

NOTES TO THE FINANCIAL STATEMENTS

12) FIXED ASSETS :		GROSS BLOCK					DEPRECIATION			NET BLOCK	
		As At 01.04.2013 Rs.	Additions Rs.	Deductions Rs.	As At 31.03.2014 Rs.	Upto 31.03.2013 Rs.	For the Period Rs.	Deductions / Adjustments Rs.	Upto 31.03.2014 Rs.	Upto 31.03.2014 Rs.	As At 31.03.2013 Rs.
i) Tangible Assets											
Free hold Land		33,65,008	-	-	33,65,008	-	-	-	-	33,65,008	33,65,008
Building		7,17,94,238	9,78,03,069	66,37,500	16,29,59,807	1,76,63,859	14,44,468	-	1,91,08,327	14,38,51,480	5,41,30,379
Plant and Machinery/ Electrical Installation		1,29,36,067	1,56,685	-	1,30,92,752	1,10,91,283	4,82,100	-	1,15,73,383	15,19,369	18,44,783
Furniture and Fixture / Office Equipments		1,98,52,971	2,58,770	-	2,01,11,741	1,15,79,211	10,45,670	-	1,26,24,882	74,86,859	82,73,760
Vehicles		93,81,904	-	-	93,81,904	22,81,325	7,57,333	-	30,38,658	63,43,246	71,00,578
ii) Capital Work in Progress		3,84,76,906		3,84,76,906	-						3,84,76,906
Total		15,58,07,094	9,82,18,524	4,51,14,406	20,89,11,212	4,26,15,678	37,29,571	-	4,63,45,249	16,25,65,962	11,31,91,414
Previous Year		16,42,70,641	9,97,71,689	10,82,35,236	15,58,07,094	9,77,79,410	71,49,485	6,23,13,220	4,26,15,678	11,31,91,414	6,64,91,229

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
NON CURRENT ASSETS :		
13) NON CURRENT INVESTMENTS		
Long Term Unquoted Investments (At Cost)		
In Government securities		
National Saving Certificates	41,000	41,000
In Equity Shares		
Neelkanth Realtors Private Ltd (One Share of Rs.100/-)	100	100
20000 Moving Picture (Previous Year 20000)	31,800	30,600
(Market Value as on 31st March,14 Rs.1.59)		
	<u>72,900</u>	<u>71,700</u>
14) LONG-TERM LOANS AND ADVANCES		
(Unsecured, Considered good unless otherwise stated)		
(a) Security Deposits	28,35,147	21,82,719
(b) Loans and Advances (Releated Party)	26,74,07,399	26,59,94,802
(c) Advance Income Tax & Tax Deducted at Souce (Net of Provision)	37,81,696	66,80,695
(d) Prepaid Expenses	-	-
	<u>27,40,24,242</u>	<u>27,48,58,216</u>
15) OTHER NON-CURRENT ASSETS		
Interest accrued on Investments	17,104	25,757
	<u>17,104</u>	<u>25,757</u>
CURRENT ASSETS :		
CURRENT INVESTMENTS		
16) INVENTORIES		
(As certified and valued by the management)		
Finished Goods	-	-
	<u>-</u>	<u>-</u>
17) TRADE RECEIVABLES		
(a) Over six months	-	-
(b) Other Debts	7,67,390	10,64,795
Total Debts		
Net Sundry Debtors	7,67,390	10,64,795
Notes:		
Sundry Debtors unsecured and considered good	7,67,390	10,64,795
	<u>7,67,390</u>	<u>10,64,795</u>
18) CASH & CASH EQUIVALENTS		
(a) Balances with Banks :		
Current Accounts	1,48,141	1,09,02,065
(b) Cash on Hand		
	4,347	62,496
	<u>1,52,488</u>	<u>1,09,64,561</u>
19) SHORT-TERM LOANS AND ADVANCES		
(Unsecured, Considered good unless otherwise stated)		
Loan and Advances /others	5,37,98,927	5,80,09,340
20) REVENUE FROM OPERATIONS		
(a) Sale of Products	2,88,25,080	-
(b) Sale of Services		
-Processing Charges of Agri. Products	98,23,440	56,88,007
-Other Service Charges	1,10,64,830	3,72,90,851
	<u>4,97,13,350</u>	<u>4,29,78,858</u>

NOTES TO THE FINANCIAL STATEMENTS

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
21) OTHER INCOME		
(a) Interest Income		
NSC	3,011	3,343
Fixed Deposit	89,530	1,62,742
Others	3,65,836	1,63,650
(b) Rent Received	31,72,320	33,30,936
(c) Profit on sale of Flat	11,28,470	-
(d) Profit on Value on shares	1,200	1,56,492
(e) Profit on forex Fluctuation	4,81,428	-
(f) Sundry Balance W/back	15,02,344	-
(f) other Receipts	8,84,653	3,65,895
	<u>76,28,791</u>	<u>41,83,058</u>
22) Purchase of Stock in Trade	2,75,17,685	-
	<u>2,75,17,685</u>	<u>-</u>
23) INCREASE / (DECREASE) IN STOCKS		
Finished Goods		
Closing Stock	-	-
Less:- Opening Stock	-	-
	<u>-</u>	<u>-</u>
24) EMPLOYEE BENEFITS EXPENSE		
(a) Salaries and Wages	57,13,286	75,01,834
(b) Contribution to Gratuity Fund	-	-
(c) Staff Welfare Expenses	4,02,753	5,59,150
	<u>61,16,039</u>	<u>80,60,984</u>
25) FINANCE COST		
(a) Interest Expense	2,13,262	34,185
(b) Other Borrowing Costs	97,51,588	50,59,383
	<u>99,64,850</u>	<u>50,93,568</u>
26) OTHER EXPENSES		
Repairs and Maintenance - Plant	-	-
- Buildings	-	-
- Others	9,11,794	18,13,452
Insurance	2,82,874	97,874
Rate & Taxes	1,25,855	2,44,040
Freight and handling charges	6,05,672	-
Packing Expenses	85,140	-
Traveling & Conveyance Expenses	14,10,225	11,33,121
Telephone Expenses	2,24,392	2,23,872
Advertising, Publicity and Sales Promotion	13,62,962	1,38,283
Legal and Professional charges	13,35,548	49,86,575
Brokerage and commission	3,29,180	-
Payment to Auditors :		
As Auditors	1,50,000	1,50,000
For Taxation Matters	21,540	18,540
Diminution in value of Current Investments (Net)	-	2,000
Other expenses	23,82,897	25,48,387
TOTAL :-	<u>92,28,079</u>	<u>1,13,56,144</u>

Notes on Financial Statements

27 Contingent Liabilities

- a) The Sales Tax Department had raised a demand of Rs.2,93,085/- for the tax Assessment Year 1996-97 which was disputed by the Company. The Honorable Rajasthan High Court had decided the case in favour of the Company against which the Department has filed a Special Leave Petition before the Honorable Supreme Court which is still pending without any decision having been given till date. The Management is confident that the Department's Appeal will be dismissed and hence no provision is made for the same.
- b) Claims for taxes and other disputed items against the Company not acknowledged as debt Rs Nil- (Previous Year Rs. NIL/-)

28 Disclosure required under the Micro, Small and Medium enterprises Development Act, 2006

The Company has not received any intimation from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, as required by Scheduled VI to the Companies Act, 1956 have not been made.

29 Auditors Remuneration

(Amount in Rs.)

	2013-14	2012-13
Audit fees	1,25,000	1,25,000
Tax audit fees	25,000	25,000
Other Services - Miscellaneous Reports		
Service Tax	18,540	18,540
Total	1,68,540	1,68,540

30 Deferred Taxation

Deferred tax resulting from "timing difference "between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date.

- 31 The Board of Directors in its meeting held on 14th February 2014 has decided that no remuneration will be paid to the Managing Director for the year ended 31st March 2014. Hence no provision has been made in the books of accounts for the year ended 31st March 2014 for remuneration payable to the Managing Director.
- 32 The Company commenced the integrated business of handling, storage and transportation of food grains at Bundi. One of the units commenced its integrated business in the previous year. On completion of the construction of the units, Capital work in progress is transferred to buildings.

33. Segment Reporting
Primary Segment (Business)

	2013-14				2012-13					
	Agro	Business of handling, storage & transportation	Services	Rent	Total	Agro	Business of handling, storage & transportation	Services	Rent	Total
REVENUE										
External Sales, Services & Rent	29,248,628	9,949,554	11,064,830	3,172,320	5,34,35,332	156,492	59,46,638	3,72,90,851	33,30,936	4,67,24,917
Total Revenue	29,248,628	9,949,554	11,064,830	3,172,320	5,34,35,332	156,492	59,46,638	3,72,90,851	33,30,936	4,67,24,917
RESULTS										
Segment Results	454,150	8,549,605	9,729,282	2,931,180	2,16,64,217	1,56,493	36,30,223	3,52,94,009	33,30,936	4,24,11,661
Unallocable Income/ (Expenses / Loss) (Net)					(1,08,70,628)					(2,43,30,228)
Interest & Financial Charges (net)					(1,00,07,672)					(50,93,568)
Net Profit Before Prior Period Items										
Prior Period Items					-					-
Net Profit after Tax					7,85,917					58,38,380
OTHER INFORMATION										
Segment Assets	1,14,90,318	14,17,80,348	26,74,93,857	68,04,632	42,75,69,155	1,20,07,694	6,11,44,191	26,60,81,260	86,26,841	34,76,59,986
Unallocated Corporate Assets					6,38,29,857					7,18,48,891
Total Assets					49,13,99,014					41,97,08,877
Segment Liabilities		2,07,97,336	44,11,842	82,47,400	3,34,56,578	79,149	3,41,33,816	88,11,325	95,76,012	5,26,02,302
Unallocated Liabilities					45,79,42,435					40,55,83,481
Total Liabilities					49,13,99,013					45,81,85,783
Capital Expenditure					0		3,84,76,906			3,84,76,906
Unallocable Capital Expenditure										
Total Capital Expenditure							3,84,76,906			3,84,76,906
Depreciation	5,17,376	13,99,949		2,41,140	21,58,465	35,44,606	11,64,862		15,35,309	62,44,778
Unallocable Depreciation					15,71,106					9,04,707
Total Depreciation					37,29,571					71,49,485

NOTES TO THE FINANCIAL STATEMENTS

Secondary Segment (Geographical):

	2013-2014	2012-2013
Segment Revenue		
Exports	2,88,25,080	-
Domestic	2,08,88,270	4,29,78,858
TOTAL	4,97,13,350	4,29,78,858

Notes:

- Asset employed by above geographical segments are common and hence, information about segment wise assets and capital expenditure during the year could not be given.
- Segments have been identified and reported taking into account, the differing risk and returns, the organization structure, internal reporting system and Accounting Standard - 17. Accordingly four main Business segments have been identified: Agro products representing Trading of Rice and Investment/Security Transactions, Service and Rent.
- Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the Segment. Unallocated includes expenses incurred at the corporate level which relates to the Company as whole.

34. Related Party Disclosure**Related Parties**

Key Management Personnel
Rashmi C Bhimjyani
Bhavik R Bhimjyani

Companies Controlled by Key Management Personnel and their relatives

Achintya Exports Pvt. Ltd.	Tiger Warehousing Cold Chain Pvt. Ltd
Amity Properties Pvt. Ltd.	Trendsetter & Investment Pvt Ltd
Anshul Trading and Investment Pvt Ltd	Titan Agri Developers Pvt. Ltd.
Badrinath Trading Pvt. Ltd.	Urban Rupi Infrastructure Pvt. Ltd.
Blue Diamond Realtors Pvt Ltd	Harshdip Investment Pvt Ltd
Century Agro Farms Land Pvt. Ltd.	Neelkanth Developers Pvt Ltd
Frontier Agri Properties Pvt. Ltd.	Mukesh holding Pvt Ltd
Golden Oil Equipments Pvt Ltd.	Bhaveshwar Estate Pvt Ltd
Kutch Warehouse Pvt. Ltd.	Bhaveshwar Real estate Developers Pvt Ltd
Lighthouse Developers Pvt. Ltd	New Look Developers Pvt Ltd
Metropolitan Realtors Pvt. Ltd.	Bhaveshwar Real Estate Pvt Ltd
Mountain View Agri Estate Pvt. Ltd.	Avadh Financial Advisory Pvt Ltd
Neelkanth Agri Vilas Pvt. Ltd.	Asian Warehousing Pvt Ltd
Neelkanth Cities Pvt. Ltd.	Barsana Financial Advisory Pvt Ltd
Neelkanth Land Developers Pvt. Ltd.	Chitrakoot Financial Services Pvt Ltd
Neelkanth Life Style Pvt. Ltd.	Kamashi Financial Advisory Pvt Ltd
Neelkanth Palm Realty Pvt. Ltd	Murlidhar Financial Advisory Pvt Ltd
Neelkanth Realtors Pvt. Ltd.	Rashbihari Financial Advisory Pvt Ltd
Neelkanth Realty Pvt. Ltd	Surshayam Financial Services Pvt Ltd
Kamashi Trading Pvt. Ltd	<i>(Formerly known as Surshyam Trading Pvt. Ltd).</i>
<i>(Formerly known as Neelkanth Shopping Malls Pvt. Ltd).</i>	Neelkanth India Housing Pvt Ltd
Neelkanth Township & Construction Pvt. Ltd	Neelkanth Property Developers Pvt Ltd.
Neelkanth Woods & Construction Pvt. Ltd	Neelkanth Realtors & Advisory Services Pvt Ltd
Pegasus Assets Reconstruction Pvt Ltd.	Zen Superstructure LLP
R T Agro Pvt Ltd	R. Tulsidas
R. Tulsidas Agro Exports Pvt. Ltd.	Neelkanth Construction
R Tulsidas Exports Pvt Ltd	Asian Life style Pvt. Ltd.
R. Tulsidas Agro Products Pvt. Ltd.	Jagannath Agri Trading Pvt. Ltd.
Rose Land Infrastructure Pvt. Ltd.	Manali Trading and Holdings Pvt. Ltd.

Related party relationship is as identified by the Company and relied upon by the auditors

NOTES TO THE FINANCIAL STATEMENTS

Transactions with the above related parties during the year are as under:

Particulars of transactions	Key Management Personnel	Companies controlled by Key Management Personnel	Key Management Personnel	Companies controlled by Key Management Personnel
	(Amount in Rs.) (2013-2014)	(Amount in Rs.) (2013-2014)	(Amount in Rs.) (2012-2013)	(Amount in Rs.) (2012-2013)
Unsecured Loans				
- Taken during the Year	2,64,11,390		1,70,30,000	
- Repaid during the year	48,30,000		1,23,27,000	
- Balance as at end of year	3,01,63,361		85,81,971	
Advances /Others*				
- Given during the Year		1,52,02,597		13,72,25,000
- Returned / Received during the year		1,37,90,000		5,52,00,000
- Balance as at end of year		26,74,07,399		26,59,94,802
Expenditure				
Rent	-		72,000	

35. Quantitative Details of Opening, Purchase, Consumption and Sale of Finished Products**Opening Stock**

Items	Unit	2013-14		2012-13	
		Quantity	Rs.	Quantity	Rs.
Rice (Finished)	MT	Nil	Nil	Nil	-

Closing Stock

Items	Unit	2013-14		2012-13	
		Quantity	Rs.	Quantity	Rs.
Rice	Nil	Nil	Nil	Nil	Nil

Materials Purchased /Used (Indigenous)

Items	Unit	2013-14		2012-13	
		Quantity	Rs.	Quantity	Rs.
Rice	MT	497.00	2,61,13,613	Nil	-

Note: - All the raw materials consumed are indigenous only.

Items	Unit	2013-14		2012-13	
		Quantity	Rs.	Quantity	Rs.
Rice	MT	497.00	2,88,25,080	Nil	-
Processing Charges -Agri	N.A.	-	98,23,440	-	56,88,007
Other Service Charges	N.A.	-	1,10,64,830	-	3,72,90,851
Total			4,97,13,350		4,29,78,858

NOTES TO THE FINANCIAL STATEMENTS

36 Expenditure in Foreign Currency

Particulars	2013-14	2012-13
	RS.	RS.
Brokerage and commission	2,88,230	-
Foreign Travel	8,61,006	3,19,856
Total	11,49,236	3,19,856

Earnings in Foreign Currency

Particulars	2013-14	2012-13
	RS.	RS.
Export of goods on FOB basis	2,88,25,080	-

The previous year figures have been regrouped/ rearranged wherever necessary

As per our report of even date

Ramesh M Sheth & Associates
Chartered Accountants
FRN 111883W

Ramesh M Sheth
Partner
Membership No. 008221

Place: Mumbai
Date: 19th May, 2014

For and on behalf of the Board

RASHMI BHIMJYANI
Chairman & Managing Director

BHAVIK RASHMI BHIMJYANI
Director

RAJESHKUMAR C. PILLAI
Company Secretary
Member Ship No. 33189

Place: Mumbai
Date: 19th May, 2014

R. T. EXPORTS LIMITED

Registered Office: 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021

ATTENDANCE SLIP

I hereby record my presence at the Thirty Fourth (34th) Annual General Meeting of the members of R. T. Exports Limited held at the registered office of the company at 508, Dalamal House, Nariman Point, Mumbai 400 021 on Tuesday, 15th day of July, 2014 at 10.00 a.m. (IST)

Name (Shareholder)..... Register Folio No.

Address No. of Shares Held

.....

.....

Signature of the Shareholder or Proxy _____

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

PROXY FORM

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

R. T. EXPORTS LIMITED

CIN: L51900MH1980PLC022582

Registered Office: 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai 400 021.
headoffice@rtexports.com, compliance@rtexports.com / www.rtexports.com
34th Annual General Meeting – 15.07.2014

Name of the member

Registered Address

.....

Email

Folio No./Client ID

DP ID

I/We, being the Member (s) ofshares of the above named Company, hereby appoint

Name

Email

or failing him/her

Name.....

Email

As my / our proxy to attend and Vote (on a poll) for me/ us and on my/our behalf at the Thirty fourth (34th) Annual General Meeting of the Company to be held on Tuesday, the 15th day of July, 2014 at 10.00 a. m. at the Registered Office of the Company, 508 Dalamal House, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400 021 and any adjournment thereof in respect of such resolutions are indicated below:.

34th ANNUAL REPORT 2013-2014

Resolution Number	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014			
2.	Appoint M/s Ramesh M. Sheth & Associates, Chartered Accountants as Auditors of the Company			
Special Business				
3.	Appoint Ms. Asha Dawda as an Independent Director for a period upto 31st March, 2019			
4.	Appoint Mr. Bhavik Bhimjyani as Chief Financial Officer for 5 years			
5.	To approve the contract or arrangement to be entered by the Company with M/s Neelkanth Realtors Pvt. Ltd. by way of a special resolution and to authorize the Board to finalise the terms.			
6.	To approve and adopt new set of Articles of Association of the Company by way of special resolution.			

Signed this.....day of.....2014

.....
Signature of the Member

.....
Signature of proxy holder (s)

Affix Revenue Stamp of not less than Rs. 0.15

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate

If Not Delivered, Please return to :

R. T. EXPORTS LIMITED

508, Dalamal House,

Jamnalal Bajaj Road,

Nariman Point,

Mumbai 400 021.

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