



RCI INDUSTRIES & TECHNOLOGIES LIMITED

**24th ANNUAL REPORT
(2014-2015)**



Board of Directors

Mr. Rajeev Gupta - Chairman & Managing Director
Mrs. Mamta Gupta - Director
Mr. Raj Jamwal – Director
Mr. Anil kumar jain– Director

Nomination & Remuneration Committee

Mr. Raj Jamwal – Chairman
Mr. Anil kumar jain – Member
Mrs Mamta Gupta - Member

Audit Committee

Mr. Raj Jamwal – Chairman
Mr. Anil kumar jain – Member
Mr. Rajeev Gupta – Member

Shareholder Grievance Committee

Mr. Raj Jamwal – Chairman
Mr. Anil kumar jain – Member
Mr. Rajeev Gupta – Member

Independent Auditors

M/s. RPMD & Associates.
Chartered Accountants
AA-8, First Floor,
Shalimar Bagh, Delhi – 110088

Bankers

Union bank of India
Oriental Bank of Commerce
Jammu and Kashmir bank



Key Managerial Personnel

Mr. Rajeev Gupta - Chairman & Managing Director

Mr. Abhishek Kedia – Company Secretary & Compliance Officer & Chief financial officer

Share Transfer Agents

*Bigshare Services Private Limited
4E/8, 1st Floor, Jhandewalan Extn.
New Delhi-110055*

Registered Office

*B-97, All Heavens Building,
Wazirpur Ring Road
Delhi – 110052
Email: abhishek@rciind.com, info@rciind.com
Website: www.rciind.com*

Listed in Stock Exchanges

Bombay Stock Exchange, SME Platform, Mumbai



CONTENTS

- **Notice of Annual General Meeting-----**
- **Directors Report-----**
 - Directors Report*
 - Extract of Annual Return – Annexure – 1*
 - Policy on Directors appointment & others Annexure -2*
 - Secretarial Audit Report – Annexure – 3*
 - AOC – 2 Related Party Transactions – Annexure - 4*
- **Management Discussion and Analysis-----**
- **Report on Corporate Governance-----**
- **Standalone Financial Statements-----**
 - Independent Audit Report*
 - Balance Sheet*
 - Statement of Profit & Loss*
 - Cash Flow Statements*
 - Notes to financial statements*
- **Consolidated Financial Statements-----**
 - Independent Audit Report*
 - Balance Sheet*
 - Statement of Profit & Loss*
 - Cash Flow Statements*
 - Notes to financial statement*
 - Salient Features of Subsidiaries/ Associates – AOC-1*
- **Attendance Slip & Proxy Form-----**



RCI INDUSTRIES & TECHNOLOGIES LIMITED

(CIN : L74900DL1992PLC047055)

Registered Office: B-97, All Heavens Building, Wazirpur Ring Road, Delhi - 110052

Email: abhishek@rciind.com, Website: www.rciind.com

Phone: 011-27372194, Fax: 011-27371334

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF **RCI INDUSTRIES & TECHNOLOGIES LIMITED** will be held at B-97, ALL HEAVENS BUILDING, WAZIRPUR RING ROAD, DELHI - 110052 on TUESDAY, 29th SEPTEMBER, 2015 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone & Consolidated Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To reappoint Mrs. MAMTA GUPTA as Director (holding DIN 00503302), who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of the Auditors of the Company and their remuneration fixed at the 23rd Annual General Meeting of the Company held on July 24, 2015, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s. RPMD & Associates, Chartered Accountants (Firm Registration No. 005961C), as the auditors of the Company to hold office from the conclusion of the 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company, on such remuneration as decided by the Board of Directors of the Company, made at the 23rd Annual General Meeting of the Company held on 24th July, 2014, be and is hereby ratified.”

Date: 27/08/2015

Place: New Delhi

By order of the board

Sd/-

Abhishek Kedia

Company Secretary

M. No. A33537



IMPORTANT NOTES:

1. The company has fixed the record date of 28.08.2015 for determining the entitlement of shareholders to get Annual Report. The Annual closure of Register of Members and the Share Transfer books of the Company will be closed from 28.09.2015 to 30.09.2015 (both day inclusive).
2. Explanatory Statement pursuant to Clause 52 of the BSE SME Listing Agreement regarding appointment/reappointment of director is annexed to this notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Details under Clause 52 of the BSE SME Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the



7. Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
8. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
9. **E-Voting is not being provided in this AGM as the MCA has exempted the companies listed on SME platform of BSE to provide such facilities in the General Meeting.**

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT AS PER CLAUSE 52 OF BSE SME LISTING AGREEMENT

Name of the Director	Mrs. MAMTA GUPTA
DIN	00503302
Date of Birth	02.03.1968
Type of appointment	Liable to retire by rotation
Date of Appointment/ Re-appointment	24.01.2009
Areas of Specialization	Leadership, legal, regulatory, information security and compliance requirement of the industries
Qualifications	Graduate
No. of Shares Held in the Company	409090
Chairman/member of the Committee of the Board of Directors of this Company	Member- Nomination and remuneration committee
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	Wife of Mr. Rajeev Gupta
Justification for appointment	Director

Date: 27/08/2015
Place: New Delhi

By Order of the Board
Sd/-
Abhishek Kedia
Company Secretary
M. No. A33537



DIRECTORS' REPORT

TO THE MEMBERS OF RCI Industries & Technologies Limited

Dear Shareholders,

Your Directors are pleased to present their Annual Report on the working of the Company for the period from **1st April, 2014 to 31st March, 2015** with audited statements of accounts :-

FINANCIAL RESULTS

The company's Financial performances during the year 2014-15 as compared to the previous year 2013-14 is summarized below:-

Particulars	2015	2014
Total Revenue	8,425,891,113	4,281,475,469
Total Profit before tax	30,574,092	21,233,063
Total Profit after tax	21,858,930	17,895,783

RESERVES & SURPLUS

The Company's Reserve & Surplus in the year 2015 is 332,761,386 as compared to the previous year it was 319,760,469

Performance Review

Your company achieved an all time high performance both in turnover and its profits. The Gross revenues touched Rs. 8,425,891,113 and the Profit after taxes recorded was Rs. 21,858,930. Your company coupled high level of modernization with, concentrated efforts of both Management and employees, the whole hearted support of Banks, suppliers and customers to attain these levels of performance. The earnings per equity share (of face value Re. 10) for the year decreased to Rs. 2.01 from Rs.2.22 from the previous year.



Dividend

With a view to provide a cushion for any financial contingencies in the future and to strengthen the financial position of the Company, your Directors have decided not to recommend any dividend for the period under review

Extract of annual return

The extract of annual return as on March 31, 2015 in the prescribed Form no. MGT- 9, pursuant to section 92(3) of the Companies Act , 2013 and rule 12(1) of the companies (management and administration) Rules ,2014 is attached herewith as Annexure – 1 and forms the part of this report.

Meetings of board of directors

27 board meetings held during the year 2014-15.

Policy on director's appointment and policy on remuneration

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached herewith as Annexure – 2 which forms part of this report

Comparison of remuneration of each KMP

The difference of remuneration arises due to work experience.

Future Prospectus

Despite stiff competition from other countries, international buyers show preference to your company's product for its quality and timely delivery and hence your Directors are confident of achieving better working results in the coming years.

Directors' Responsibility Statement

Pursuant to the provisions under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, the Directors confirm and state that

a. That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;



- b. That they had selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That they had prepared the annual accounts on a going concern basis;
- e. That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Social Responsibility

Although the Corporate Social Responsibility is not applicable to the company but the company has incorporated a wholly owned subsidiary named RCI Skills & Social Development Private Limited on 29.09.2014 an initiative towards CSR. The company RCI Skills & Social Development Private Limited is now in the process of doing CSR activities.

Particulars of loans, guarantees or investments

Pursuant to the provisions of section 186 of Companies Act, 2013 the particulars of loans, guarantees or investments is mentioned in notes no. 2.11 to the notes to account forming the part of annual report.

Declaration by Independent Directors

Pursuant to the provisions of section 149 (6) of the Companies Act, 2013 **Mr. Raj Singh Jamwal and Mr. Anil Kumar Jain** (INDEPENDENT DIRECTORS OF THE COMPANY) has given the declaration as required under said Section.

Risk management policy

Although the competition is hectic we have an edge over others with our quality and timely execution of orders. The more transit time due to geographical position and adverse movement of foreign exchange rate of the Rupee are major concerns for the growth of the industry. The fluctuation of Rupee against US Dollar, a trend noted during the last quarter of the year may affect the company's profitability in both short and long term. China, Europe, Japan along with the U.S. (the four largest economies in the world) will largely determine the direction of the