RCI INDUSTRIES & TECHNOLOGIES LIMITED

25TH ANNUAL REPORT 2015-2016

RCI INDUSTRIES & TECHNOLOGIES LIMITED

CONTENTS

Brief Information About the Company

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

Standalone Financial Statements

Consolidated Financial Statements

Salient Features of Subsidiaries/ Associates– AOC-1

Attendance Slip & proxy Form

Route Map

RCI INDUSTRIES & TECHNOLOGIES LIMITED

RCI Industries & Technologies Limited

Board of Directors	Key Managerial Personnel
Rajeev Gupta - Chairman & Managing Director *Mrs. Mamta Gupta - Director* *Mr. Raj Jamwal – Director* *Mr. Anil kumar jain– Director*	*Mr. Rajeev Gupta - Chairman & Managing Director* *Mr. Abhishek Kedia – Company Secretary & Compliance Officer* *Mr.I.P. Saboo - Chief financial officer* (*appointed on 09/06/2016)*
Nomination & Remuneration Committee	**Share Transfer Agents**
Mr . Raj Jamwal – Chairman *Mr. Anil kumar jain – Member* *Mrs. Mamta Gupta - Member*	*Bigshare Services Private Limited* *4E/8,1st Floor, Jhandewalan Extn.* *New Delhi-110055*
Audit Committee	**Registered Office**
Mr. Raj Jamwal – Chairman *Mr. Anil kumar jain – Member* *Mr. Rajeev Gupta – Member*	*B-97, All Heavens Building,* *Wazirpur Ring Road* *Delhi – 110052* *Email:* abhishek@rciind.com *Website: www.rciind.com*
Shareholder Grievance Committee	**Listed in Stock Exchanges**
Mr. Raj Jamwal – Chairman *Mr. Anil kumar jain – Member* *Mr. Rajeev Gupta – Member*	*Bombay Stock Exchange, SME Platform, Mumbai*
CSR Committee	**Independent Auditors**
Mr. Raj Jamwal – Chairman *Mr. Anil kumar jain – Member* *Mr. Rajeev Gupta – Member*	*RPMD & Associates.* *Chartered Accountants* *AB-17, First Floor,* *Shalimar Bagh, Delhi – 110088*

RCI INDUSTRIES & TECHNOLOGIES LIMITED

Regd. Office:B-97,All Heavens Building, Wazirpur, Ring Road,Delhi-110052,
Tel:+91 11 27372194, 27372197,Fax:+91 11 27371334
Web:www.rciind.com
Email:abhishek@rciind.com
CIN:L74900DL1992PLC047055

NOTICE

25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 25TH ANNUAL GENERAL MEETING OF THE RCI INDUSTRIES & TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER,2016 AT ITS REGISTERED OFFICE SITUATED AT B-97,ALL HEAVENS BUILDING,WAZIRPUR RING ROAD,DELHI-110052 AT 10 A.M.TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone & Consolidated Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March,2016 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 Mr. Rajeev Gupta as Director (holding DIN 00503196), who retires by rotation and being eligible offers himself 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, 2014, 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."

RCI INDUSTRIES & TECHNOLOGIES LIMITED

SPECIAL BUSINESS:

ITEM NO.1

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

1. **To issue up to 20 lakhs Equity Shares on Preferential basis**

"RESOLVED THAT pursuant to the provisions of Section-62(1)(c), Section-42 and & such other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital & Debentures) Rules, 2014 and Companies (Prospectus & Allotment of Securities) Rules, 2014 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Articles of Association of the Company and the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR Regulations)") and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 ("SEBI(LODR) Regulations) and subject to approval of any regulatory or statutory authority, the consent of Shareholders of the Company be & is hereby accorded to issue, offer and allot following no. of shares to following persons on such terms as mentioned in the explanatory statement.

PROPOSED ALLOTTEES	**NUMBER OF SHARES ALLOTTED**	**FACE VALUE PER SHARE**	**PREMIUM PER SHARE**	**AMOUNT**
Satish Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Uma Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Apoorv Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Arpit Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Harshit Finvest (P) Ltd.	4 Lakhs	Rs. 10 fully paid up	Rs. 115	50000000
Bonlon (P) Ltd.	4 Lakhs	Rs. 10 fully paid up	Rs. 115	50000000
Harshit Infratech (P) Ltd.	3 Lakhs	Rs. 10 fully paid up	Rs. 115	37500000
Vinco Metals (P) Ltd.	4 Lakhs	Rs. 10 fully paid up	Rs. 115	50000000
TOTAL	**20 Lakhs**			**250000000**

RCI INDUSTRIES & TECHNOLOGIES LIMITED

RESOLVED FURTHER THAT

i) The relevant date for the preferential issue, as per the SEBI (ICDR Regulations), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be 31st August, 2016 being the date 30 days prior to the date of Annual General Meeting (i.e. 30th September, 2016).

ii) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

iii) The Equity Shares allotted to allottees shall rank pari passu with the existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;

iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;

v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to the issue and allotment of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution."

Date: 03.09.2016
Place: New Delhi

By Order of the Board
For RCI Industries & Technologies Ltd.

Sd/-

Mr. Abhishek Kedia
Company Secretary& Compliance Officer
M. No. A33537

RCI INDUSTRIES & TECHNOLOGIES LIMITED

IMPORTANT NOTES:

1. The Company has fixed the record date of **2nd September, 2016** for determining the entitlement of shareholders to receive Annual Report of the Financial Year 2015-16. The Register of Members and the Share Transfer books of the Company will be closed from 28th September, 2016 to 30th September, 2016 (both days inclusive).

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set out the details relating to Special Business at the meeting, is annexed to this notice.

3. **A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS A PROXYTO ATTEND & VOTE AT THE MEETING ON HIS/HER BEHALF.WHEREAS SUCH A PROXY/ PROXIES NEED NOT TO BEA 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 (MGT -11) is enclosed 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 insecurities 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 Regulation-36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

7. Electronic copy of the Annual Report for 2016is 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 of 2016 is being sent in the permitted mode.

RCI INDUSTRIES & TECHNOLOGIES LIMITED

Please note that the Notice and Annual Report shall also be placed on the website of the Company www.rciind.com , on the website of BSE www.bseindia.com and on the website of NSDL www.evoting.nsdl.com

8. **E-Voting is being provided in this AGM as per Regulation-44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014.**

E-Voting Instructions are as follows:

Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is delighted to provide members facility to exercise their right to vote on resolutions proposed to be considered at the **25th Annual General Meeting** by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The remote e-voting period commences on 27th September, 2016 (9:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open email and open PDF file viz; "RCI remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "RCI Industries & Technologies Ltd.".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cskiranaswal@gmail.comwith a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
105514		

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

RCI INDUSTRIES & TECHNOLOGIES LIMITED

C. Other Instructions:

i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads Section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of24th September, 2016.

v. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th September,2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

vi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

vii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

viii. Ms. Kiran, M/s Kiran & Associates, Company Secretary in Practice (Membership No.A37306) & (COP No.:14168), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

RCI INDUSTRIES & TECHNOLOGIES LIMITED