

**RCI INDUSTRIES & TECHNOLOGIES
LIMITED**



**ANNUAL REPORT
2016-2017**

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CORPORATE INFORMATION

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

CHAIRMAN'S MESSAGE

Dear Fellow Shareowners,

It is with enormous satisfaction I present to you the highlights of our Company's performance for the financial year ended March 31, 2017. The year 2016 has been a turning point for our Company on many counts. The most important of these was start of the successfully-completed acquisition of M/s Devi Metal Technologies, a manufacturer of copper strips, foils, coils & sheets in Baddi, Himachal Pradesh which will take the company to a different platform to unfold their expertise to the next level

Our Company has continued to maintain its strong position in the trade and manufacture of copper products. Our ability to offer a complete portfolio of flat and round products in copper, brass and to a small extent in stainless steel and special alloys has made us a preferred partner with our customers.

The focus of the company will continue to deliver value to our clients; to contribute to the manufacturing drive of the nation; give career & growth opportunities to our employees and grow profitability ultimately leading to maximization of shareholder value & return.

In the past year, we saw that the global economic scenario continue to be weak. However, India is amongst one of the fastest growing major economies in the world but growth was muted on account of various factors like policy reform setbacks, stress in Indian banking industry and lack of private sector investments amongst others. This affected growth and profitability of companies across sectors.

Seeing the trend continue, we have concentrated our efforts on bringing in efficiencies through shift towards manufacturing, investment in plant and machinery, process improvement, cost optimization and technology enhancement.

We believe that quality and innovation go hand in hand and have made significant steps in increasing are foothold as a strong contender in the copper product segment. Maintaining product quality, timely deliver and ability to cater to large volume demand are the focal points of our business strategy and we will endeavour to maintain our strengths.

In the past year, RCI acquired Devi Metal Technologies a partnership firm engaged in manufacturing copper, brass, stainless steel strips, sheets and coils. The unit is located in a tax-exempt zone at Baddi, Himachal Pradesh. The unit has state-of-the-art machinery and infrastructure to cater to special alloy products as well.

We planned to increase the production capacities of the unit in phase manner to capture the sizable market in the segment

We are confident that in the coming years, along with the growth in domestic consumption & growth in economy, we will not only emerge as a leading manufacturer in India but increase our global footprint.

BUSINESS PERFORMANCE:

The consolidated financial performance for the 12 months ended March 31, 2017, is as follows:

- Total revenue from operations at Rs. 173,483 Lakhs for the year ended March 31, 2017, as against Rs. 127,019 Lakhs for the corresponding previous period, supported by increase in volumes and revenues
- EBIDTA at Rs. 5,233 Lakhs for the year ended March 31, 2017, as against Rs. 2,873 Lakhs for the corresponding previous period, an jump of 182%
- PAT of Rs. 3,583 Lakhs for the year ended March 31, 2017, as against Rs. 1,493 Lakhs for the corresponding previous period, a jump of 240%
- EPS for the year ended March 31, 2017 was Rs. 26.67 for a face value of Rs. 10 per share

FUTURE PLANS:

With the Government's focus on growth of manufacturing in India we expect that the domestic consumption of copper will rise and domestic manufacturers will benefit from it. This rise in demand will come from sectors like power, telecom, automobile, railway and defense.

We are consciously shifting from trade to manufacturing. We have acquired a manufacturing unit in Baddi, Himachal Pradesh and are expanding capacity. This unit will focus on flat products which are value added products in this segment.

Going forward, we will continue to focus on value added segments and sectors such as Defence, Mint, and Aircraft industry. We will leverage our diversified network and products to further strengthen our product portfolio. Our Company also plans to manufacture a unique tape (copper and stainless steel) for industrial applications. This is currently imported.

Quality remains the core our success and we have continued and will continue to invest considerable efforts in this direction to provide high quality products to our customers. Employee engagement is another pillar of our growth strategy. I believe that our existing talent pool will enable us to outperform our peers and meet our obligations as an organization to all our stakeholders.

We are grateful for the continued support of our customers, employees, partners, shareholders, business associates and society at large, for their faith in us. We would not be able to make the progress we are making without their support. We are also fortunate to have a dedicated and conscientious Board of Directors, employees and project teams. Together, we are working diligently with one goal in mind that RCI Industries & Technologies would be known as single window solution for ferrous and nonferrous products i.e. Strips, Foils, Coils and Sheets etc.

Thank You



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

26TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RCI INDUSTRIES & TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2017 AT 09:30 A.M. AT ITS REGISTERED OFFICE B-97, ALL HEAVENS BUILDING, WAZIRPUR RING ROAD, DELHI-110052 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company - on Standalone & Consolidated basis, for the Financial Year ended March 31, 2017 including Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Mamta Gupta (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, 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 first proviso to Section 139(1) and Section 142 of the Companies Act, 2013, read with the rules made thereunder including any statutory modification or re-enactment thereof, for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, and pursuant to the resolution passed by the Members at the Annual General Meeting of the Company held on July 24, 2014, the appointment of M/s. RPMD & Associates, Chartered Accountants, New Delhi (Firm Registration No. 005961C), as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019 be and is hereby ratified at such remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

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 6,67,000 (Six Lakh Sixty Seven Thousand) Equity Shares to Mr. Rajeev Gupta, Promoter of the Company on Preferential basis

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 and the 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 members of the Company be & is hereby accorded to issue, offer and allot 6,67,000 number of equity shares of the face value of Rs. 10 each at a minimum price of Rs. 225 (including a premium of Rs. 215) per equity share to Mr. Rajeev Gupta, Promoter of the Company on Preferential Basis, aggregating upto Rs. 15,00,75,000/- (Rupees Fifteen Crore Seventy Five Thousand only) on such terms and conditions as mentioned in the explanatory statement.

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 minimum price for the issue of the above mentioned Equity Shares shall be 30th August, 2017 being the date 30 days prior to the date of Annual General Meeting (i.e. 29th September, 2017).
- 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 the subscriber shall rank pari passu with the existing Equity Shares of the Company in all respect, 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 the Company hereby takes note of the Certificate from the Statutory Auditor of the Company certifying that the above issue of the equity shares is being made in accordance with the ICDR Regulations.

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: 02.09.2017
Place: New Delhi

By Order of the Board
For **RCI Industries & Technologies Limited**

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

IMPORTANT NOTES:

1. The Company has fixed the record date of **September 1, 2017** for determining the entitlement of shareholders to receive Annual Report of the Financial Year 2016-17.
2. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, September 26, 2017 to Thursday, September 28, 2017 (both days inclusive).
3. 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.
4. ***A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND & VOTE ON A POLL AT THE MEETING ON HIS/HER BEHALF.*** A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 A person shall not act as proxy for more than 50 (fifty) members and hold in aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

5. A blank Proxy form (MGT -11) is being sent herewith. The instrument appointing Proxy in order to be effective, duly stamped, completed and signed, should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
6. Corporate Members intending to send their authorized representative to attend the meeting are requested to send (in advance) at the Registered Office of the Company, a duly certified copy of the relevant Board Resolution/ Letter of Authority/ Power of Attorney, together with the respective specimen signatures of those representative(s), pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote on their behalf at the Annual General Meeting.
7. The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form are enclosed. Members/Proxy holder must bring the attendance slip (attached herewith) duly signed, to the meeting and handover it at the entrance of the meeting hall. The Members are informed that 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.
8. Route map of the venue of the meeting forms part of the Notice calling the Annual General Meeting.
9. Guidelines for attending the ensuing Annual General Meeting of the Company:
 - Entry to the Auditorium/Hall will be strictly against entry coupon available at the counter at the venue and against the exchange of duly filled in, signed and valid Attendance Slip.
 - Any briefcase/ bags/ eatables or other articles are not allowed inside the Auditorium/Hall.
 - Member(s) are requested to bring the copy of the Annual Report to the meeting.
10. 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.
11. Inspection:
 - All documents referred to in the Notice and Annual Report will be available for inspection by the members at the Registered Office of the Company on all working days (except Sundays and Public Holidays) from 2:00 P.M. to 4:00 P.M. upto the date of Annual General Meeting.
 - The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
 - A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the said meeting, provided he/she has given to the Company a notice, in writing, of his intention to inspect not less than three days before the commencement of the said meeting.

12. The Company has appointed M/s. Bigshare Services Private Limited, New Delhi as the Registrar and Share Transfer Agent. Members are requested to notify immediately about any change in their postal address/ e-mail address/ bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's new Registrar and Share Transfer Agent, M/s Bigshare Services Private Ltd at E4/8, Block E 4, Jhandewalan Extension, Jhandewalan, New Delhi, Delhi 110055. Shareholders holding Equity Shares of the Company in physical form may register their E-Mail address with the Registrar and Share Transfer agent of the Company to receive all communications by the Company including Annual Report and Notice of Meeting(s) by E-Mail, by sending appropriate communication on bssdelhi@bigshareonline.com
13. 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.
14. Details under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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. The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to the members whose E-mail address are registered with the Company/Depository Participants(s) unless any member has requested for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their E-mail address with the Company. The said documents may also be accessed on the Company's website viz. www.rciind.com, on the BSE's website viz. www.bseindia.com and also on the NSDL's website viz. www.evoting.nsdl.com
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/Demat form, the nomination form may be filed with the respective Depository Participant.
16. E-Voting:
 - I. In compliance with Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 as may be amended from time to time, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 issued by Institute of Company Secretaries of India, the Company is delighted to offer E-Voting facility to the Members of the Company to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means in respect of the resolutions contained in this notice. The facility of casting the votes by the members using an electronic voting system ("remote E-Voting") from a place other than the venue of the AGM will be provided by National Securities Depository Limited (NSDL) for all the businesses as detailed in the notice.
 - II. The members who have cast their votes by remote e-voting prior to the date of AGM may also attend the AGM but shall not be entitled to cast their vote again. Please note that E-Voting is an alternate mode to cast votes and is optional. In case Members cast their vote both via physical ballot paper and