



**RCI INDUSTRIES & TECHNOLOGIES
LIMITED**

**ANNUAL REPORT
2017-18**

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CORPORATE INFORMATION

Board of Directors <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>	Key Managerial Personnel <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 <i>Mr. Raj Singh Jamwal - Chairman</i> <i>Mr. Anil kumar Jain - Member</i> <i>Mrs. Mamta Gupta - Member</i>	Independent Auditors <i>KRA & Co.</i> <i>Chartered Accountants</i> <i>H-1/208, Garg Tower,</i> <i>Netaji Subhash Palace, Pitampura,</i> <i>New Delhi-110034</i>
Audit Committee <i>Mr. Raj Singh Jamwal - Chairman</i> <i>Mr. Anil kumar Jain - Member</i> <i>Mr. Rajeev Gupta - Member</i>	Share Transfer Agents <i>Bigshare Services Private Limited</i> <i>4E/8, 1st Floor, Jhandewalan Extn.</i> <i>New Delhi-110055</i>
Shareholder Grievance Committee <i>Mr. Raj Singh Jamwal - Chairman</i> <i>Mr. Anil kumar Jain - Member</i> <i>Mr. Rajeev Gupta - Member</i>	Registered Office <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 <i>Mr. Raj Singh Jamwal - Chairman</i> <i>Mr. Anil kumar Jain - Member</i> <i>Mr. Rajeev Gupta - Member</i>	Listed in Stock Exchanges <i>Bombay Stock Exchange</i>

CHAIRMAN'S MESSAGE

Dear Fellow Shareowners,

It is matter of pride to present you the Annual Report for the financial year ended March 31, 2018. It has been an important year for the company as we underwent capacity expansion for our company unit; which is into the manufacturing of flat products. The capacity expansion will be completed by FY19. This will help the company to increase the revenue and also increase operational efficiencies. We have also acquired additional land, which will be used to manufacture aluminium foils & sheets.

In Financial Year 2017-2018 total revenue from operations was INR 20,440Mn, as against INR 17,567 Mn for the corresponding previous period, supported by increase in volumes and revenues. EBIDTA reported as on 31st March 2018 was INR 645 Mn as against INR 546 Mn for the corresponding previous period, a jump of 18%. net profit reported was INR 328 Mn, as against INR 358 Mn. EPS for the year ended March 31, 2018 was INR 24.41 for a face value of INR 10 per share.

We have a strong foothold in trading and manufacturing of copper products and have been preferred partner for our clients because of our diversified product portfolio of round and flat products in copper, brass, alloys etc. We have been focusing on providing quality service to customers, drive manufacturing growth of the nation and grow the revenue of the company which will lead to good return for the shareholders in the long run.

On India's outlook refined copper production has increased compared to last year because of use of copper in building and construction activities and in the electrical wiring segment. It will also help to increase production operational efficiencies which will result in better capacity utilization. Demand for the domestic copper market is dependent largely on electrical, building, construction, automobiles and the consumer durables segments. The SMART City development, impetus on increase of renewable energy, demand from the automobile segment and capex activities related in the railways and defence sector is likely to further support the domestic demand for the metal.

We are going to target additional segments and sector like defence, mint and aircraft industry in the coming years. It has led to diversify our current product basket. We are going to leverage our distribution network to strengthen our product portfolio. Our Company also plans to manufacture a unique tape (copper and stainless steel) for industrial applications. This is currently imported in India. Overall this will lead to increase in the margins of our company.

One of core focus has been to bring efficiencies by shifting to manufacturing business, upgrading the machinery, technologies, reduction in cost, improve the overall processes which will eventually help the company to grow, increase profitability and provide quality products to customers. We provide top quality products to our customers and will continue to provide them by investing considerably in quality of our products.

Finally, I would like to thank our customers, employees, partners, shareholders, business associate and society at large, for believing in us. This would have not been possible without the constant support of you all. I look forward to your continued and valuable support in taking the company to greater and newer heights in the future.

Thank You.



RCI INDUSTRIES & TECHNOLOGIES LIMITED

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Tel: +91 11 27372194, 27372197, Fax: +91 11 27371334

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

CIN: L74900DL1992PLC047055

NOTICE

27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RCI INDUSTRIES & TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, THE 20TH DAY OF JULY, 2018 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 prepared under Ind-AS, for the Financial Year ended March 31, 2018 including Balance Sheet as at March 31, 2018, 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 confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Rajeev Gupta (DIN 00503196), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Statutory Auditors to fill casual vacancy:

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 provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. KRA & Co, Chartered Accountants, (Firm Registration No. 020266N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. RPMD & Associates, Chartered Accountants, (Firm Registration No: 005961C).

“RESOLVED FURTHER THAT M/s. KRA & Co, Chartered Accountants, (Firms Registration No. 020266N), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 25th May, 2018, until the conclusion of this Annual General Meeting (27th) of the Company, at such remuneration, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

5. Appointment of Statutory Auditor:

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

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. KRA & Co, Chartered Accountants, (Firms Registration No. 020266N), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2023 subject to ratification of the appointment by the Members at every Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.”

Date: May 25, 2018

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. ***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.
2. 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.

3. 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.
4. 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.
5. The Company has fixed the record date of June 22, 2018 for determining the entitlement of shareholders to receive Annual Report of the Financial Year 2017-18.
6. 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 Saturday, July 14, 2018 to Friday, July 20, 2018 (both days inclusive) for the purpose of payment of the final Dividend for the financial year ended March 31, 2018, if any, approved by the members and the AGM.
7. Board of Directors has recommended a Final Dividend of Rupee 0.50/- per equity share of face value of Rs. 10/- each for the year ended 31st March, 2018. The Interim Dividend of Rupee 0.50/- per equity share was declared on 28th November, 2017 and paid on 22nd December, 2017. The total dividend for the financial year 2017-18 (including the proposed Final Dividend) aggregates to 10% of the face value of the equity shares.
8. Subject to the provisions of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if approved at the annual general meeting, will be paid within a period of 30 days from the date of its declaration as under:
 - i). To all Members in respect of shares held in physical form whose names appear on the Company's Register of Members after giving effect to all valid share transfer requests lodged with the Company or its Register & Share Transfer Agents (R&T Agents) viz. Bigshare Services Private Limited as of the close of business hours on July 13, 2018.
 - ii). To all beneficial owners in respect of shares held in dematerialised form as per the data as made available by the National Securities Depository Limited and Central Depository Services (India) Limited as of the close of the business hours on July 13, 2018.
9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar & Share Transfer Agents as mentioned above, or the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF, as per section 124 of the Act, and applicable rules.
10. Route map of the venue of the meeting forms part of the Notice calling the Annual General Meeting.

11. 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 alongwith furnishing a valid Identity Proof such as the PAN Card, Passport, AADHAAR Card or Driving License.
- 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.

12. 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.

13. 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.

14. Members desirous of obtaining any information/ clarification concerning the Financial Statements for the Financial Year ended March 31, 2018, of the Company, may send their queries in writing atleast seven days before the Annual General Meeting to the Company Secretary at the registered office of the Company or at e-mail id: abhishek@rciind.com

15. Additional information, details pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice. The director has furnished the requisite declaration for his re-appointment, confirming that he meets the criteria for re-appointment.

16. 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 Registrar and Share Transfer Agent viz. M/s Bigshare Services Private Ltd having its office 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

17. 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.
18. 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 Participant(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/Depository Participant(s) and from whom the Company has received a request for a physical copy of the Annual Report. The said documents are also available for download and 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
19. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
20. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
21. 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.
- 22. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their depository Participants.**
23. 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 27th 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 E-Voting, then voting through E-Voting shall prevail and voting done by ballot paper shall be treated as invalid notwithstanding whichever option is exercised first.

- III. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at 27th Annual General Meeting (AGM) is July 13, 2018. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-Voting or voting at the meeting through ballot paper. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- IV. The facility for voting through ballot paper will be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote E-Voting, will be able to exercise their right at the meeting through ballot paper. The members who have casted 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.
- V. At the AGM, the Chairman of the meeting shall after discussion on all the resolutions on which voting is to be held, allow voting by use of Ballot/Poll Paper by all those members who are present at the meeting but have not cast their votes by availing the remote E-Voting facility.
- VI. The Board of Directors of your Company have appointed Ms. Kiran, Practicing Company Secretary (COP No.: 14168) as the Scrutinizer for conducting the voting through electronic voting system or through polling paper at the AGM, in fair and transparent manner.
- VII. The Scrutinizer shall, immediately after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 48 (forty eight) hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman, or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.
- VIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. www.rciind.com and on the website of NSDL www.evoting.nsdl.com and shall also be communicated to the BSE Limited.

IX. E-voting particulars

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
108514		