



RCI INDUSTRIES & TECHNOLOGIES LIMITED

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

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Web: www.rciind.com

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CIN: L74900DL1992PLC047055

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE RCI INDUSTRIES & TECHNOLOGIES LIMITED WILL BE HELD ON FRIDAY, THE 03RD DAY OF FEBRUARY, 2017 AT ITS REGISTERED OFFICE SITUATED AT B-97, ALL HEAVENS BUILDING, WAZIRPUR RING ROAD, DELHI-110052 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

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 17,37,000 Equity Shares on Preferential basis to Promoters and other than promoters at a price of Rs. 225 per share at a premium of Rs. 215 per share.**

"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
Rajeev Gupta	4,00,000	Rs. 10 fully paid up	Rs. 215	9,00,00,000
Mamta Gupta	1,60,000	Rs. 10 fully paid up	Rs. 215	3,60,00,000
Chavvi Gupta	1,30,000	Rs. 10 fully paid up	Rs. 215	2,92,50,000
Madhu Lata	1,31,000	Rs. 10 fully paid up	Rs. 215	2,94,75,000
Mansi Agarwal	1,25,000	Rs. 10 fully paid up	Rs. 215	2,81,25,000
Parag Gupta	1,27,000	Rs. 10 fully paid up	Rs. 215	2,85,75,000
Prachi Gupta	1,20,000	Rs. 10 fully paid up	Rs. 215	2,70,00,000
Prem Chand Gupta	1,22,000	Rs. 10 fully paid up	Rs. 215	2,74,50,000
Prem Chand Gupta (HUF)	1,50,000	Rs. 10 fully paid up	Rs. 215	3,37,50,000
Prem Rani	83,000	Rs. 10 fully paid up	Rs. 215	1,86,75,000
Ruchi Gupta	65,000	Rs. 10 fully paid up	Rs. 215	1,46,25,000
Sourab Gupta	64,000	Rs. 10 fully paid up	Rs. 215	1,44,00,000
Sumitra Devi	60,000	Rs. 10 fully paid up	Rs. 215	1,35,00,000
TOTAL	17,37,000			39,08,25,000

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 04th January, 2017 being the date 30 days prior to the date of Extra Ordinary General Meeting (i.e. 03rd February, 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 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: 09.01.2017
Place: New Delhi

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

Sd/-

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

IMPORTANT NOTES:

1. The Company has fixed the record date of **30.12.2016** for determining the entitlement of shareholders to receive Notice of Extra Ordinary General Meeting.
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 PROXY TO ATTEND & VOTE AT THE MEETING ON HIS/HER BEHALF. WHEREAS SUCH A PROXY/ PROXIES NEED NOT TO 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 (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 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. Electronic copy of the Notice of EGM is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 Notice of EGM is being sent in the permitted mode.

Please note that the Notice 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

7. **E-Voting is being provided in this EGM 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 **Extra Ordinary 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 EGM (“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 EGM may also attend the EGM but shall not be entitled to cast their vote again.

III. The remote e-voting period commences on 31.01.2017 (9:00 am) and ends on 02.02.2017 (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 28.01.2017, 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 cskiranawal@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [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 EGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
105904		

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

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 of 28.01.2017.
- 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. 28.01.2017, 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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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 EGM 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.

8. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the Company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”

9. The Scrutinizer shall after the conclusion of voting at the Extra Ordinary General Meeting, 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 make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rciind.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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 up to and including the date of the Extra Ordinary General Meeting of the Company.

EXPLANATORY STATEMENT

SPECIAL BUSINESS:

Item No.1 To Issue 17,37,000 Equity Shares on Preferential basis to promoters & other than promoters at a price of Rs. 225 per share including Rs. 215 per share premium.

The Company is engaged in carrying on business of manufacturing of Copper Wire, Lead Free Solders, Tin-alloy solders, Copper, Brass, Stainless Steel-Strips/Foils/Coils as well as international & domestic trading of ferrous and non-ferrous metals used in various electrical and industrial applications.

The Company has acquired the running business of Devi Metal Technologies, a partnership firm (now known as RCI Strips, a unit of RCI Industries & Technologies Limited) located in Baddi, Himachal Pradesh and the Company is in the process of development and modernisation of the said unit through replacement of old plant & machinery with the new one leading to increase in production and sales turnover. Further, the Company is in the process of expansion and modernisation of its existing unit RCI Copper located in Nalagarh.

Further, the company has recently established a trading unit in Free Trade Warehousing Zone of Arshiya Limited at panvel, Maharastra and said unit has commenced its operation. Company is planning to increase its trading activities in FTWZ more economically and effectively.

Furthermore, during the current financial year company is planning to repay Inter Corporate Deposits taken by the company.

Hence, the Company is envisaging to expand its manufacturing units via technological upgradations, purchasing land & building & also by improving the infrastructure of the Company. Therefore, our Company require funds for fulfilling the requirements of expansion & also for various long term working capital and general corporate purposes. To augment the growth and improve the financial performance of the Company, the Company has approached the below mentioned "Allottees" to infuse fresh funds in the Company.

Board of Directors at its meeting held on 30.12.2016 & 09.01.2017, after considering the various sources for sourcing funds for this investment; while at the same time maintaining public shareholding at 25% post issue, deemed it appropriate to create, issue, offer and allot equity shares to the following:

PROPOSED ALLOTTEES	NUMBER OF SHARES ALLOTTED	FACE VALUE PER SHARE	PREMIUM PER SHARE	AMOUNT
Rajeev Gupta	4,00,000	Rs. 10 fully paid up	Rs. 215	9,00,00,000
Mamta Gupta	1,60,000	Rs. 10 fully paid up	Rs. 215	3,60,00,000
Chavvi Gupta	1,30,000	Rs. 10 fully paid up	Rs. 215	2,92,50,000
Madhu Lata	1,31,000	Rs. 10 fully paid up	Rs. 215	2,94,75,000
Mansi Agarwal	1,25,000	Rs. 10 fully paid up	Rs. 215	2,81,25,000
Parag Gupta	1,27,000	Rs. 10 fully paid up	Rs. 215	2,85,75,000
Prachi Gupta	1,20,000	Rs. 10 fully paid up	Rs. 215	2,70,00,000
Prem Chand Gupta	1,22,000	Rs. 10 fully paid up	Rs. 215	2,74,50,000
Prem Chand Gupta (HUF)	1,50,000	Rs. 10 fully paid up	Rs. 215	3,37,50,000
Prem Rani	83,000	Rs. 10 fully paid up	Rs. 215	1,86,75,000
Ruchi Gupta	65,000	Rs. 10 fully paid up	Rs. 215	1,46,25,000
Sourab Gupta	64,000	Rs. 10 fully paid up	Rs. 215	1,44,00,000
Sumitra Devi	60,000	Rs. 10 fully paid up	Rs. 215	1,35,00,000
TOTAL	17,37,000			39,08,25,000

Pursuant to provisions of Section 62 (1) (c) read with Section 42 of Companies Act, 2013, any preferential allotment of securities needs to be approved by the shareholders by way of Special Resolution. The SEBI (LODR), Regulations 2015 also provide that the Company shall, in the first instance, offer all securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting decide otherwise. The proposed issue of shares is in accordance with the provisions of SEBI (ICDR Regulations) and other applicable regulations, if any. In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR Regulations), the relevant disclosures are given:

- **The Object of the Issue through Preferential Offer:**

The proceeds will be utilized for:

- To expand and modernise the newly acquired unit - RCI Strips
- To expand and modernise the existing unit - RCI Copper
- To Develop the recently established FTWZ unit in Arshiya Limited
- To repay Inter Corporate Deposit
- To fulfill the need of Working Capital requirements and for other general Corporate purposes.

- **Issue Size, number of Equity Shares to be issued & price thereof:**

PROPOSED ALLOTTEES	NUMBER OF SHARES ALLOTTED	FACE VALUE PER SHARE	PREMIUM PER SHARE	AMOUNT
Rajeev Gupta	4,00,000	Rs. 10 fully paid up	Rs. 215	9,00,00,000
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Sumitra Devi	60,000	Rs. 10 fully paid up	Rs. 215	1,35,00,000
TOTAL	17,37,000			39,08,25,000

- **The Intention of the Promoters / PAC / Directors / Key Management Persons to subscribe to the offer:**

The intention of the promoters & Directors to subscribe to the offer is to contribute in the capital expenditure of the company during the current financial year in order to build new growth of the company.

None of them are in anyway concerned or interested financially or otherwise in this Resolution.

- **Relevant Date:**

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 **04.01.2017** being the date 30 days prior to the date of Extra Ordinary General Meeting (i.e. **03.02.2017**)

- **Proposal of the Promoters/Directors/KMP to subscribe in preferential issue.**

The following are the contribution of the Promoters/Directors/KMP to subscribe in preferential issue

1. Rajeev Gupta – Promoter & Managing Director – 4,00,000 shares
2. Mamta Gupta – Promoter group & Director – 1,60,000 shares

- **Pricing of Preferential Issue:**

The Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR Regulations). The trading price of securities of the Company on the stock exchanges is taken into consideration for determining the pricing of securities allotted on preferential basis.

Accordingly, the price per Equity Share to be issued is fixed at Rs. 225 (including premium of Rs. 215) which is not less than higher of the following:

- a) The average of the weekly high and low of the volume weighted average price at the BSE for 26 weeks prior to the Relevant Date and
- b) The average of the weekly high and low of the volume weighted average prices at the BSE for 2 weeks prior to the Relevant Date.

Since the Company is listed on Stock Exchange (BSE Limited), price of equity shares need not be decided by the Registered Valuer.

- **Identity of Natural person and shareholding thereof**

NAME OF ALLOTTEES	CLASS OF SUCH ALLOTTEES	IDENTITY OF NATURAL PERSONS/ BENEFICIAL OWNERS	SHAREHOLDING	
			PRE-ISSUE HOLDING	POST ISSUE HOLDING
Rajeev Gupta	Promoter - Resident Individual	N/A	37.31%	35.46%
Mamta Gupta	Promoter Group - Resident Individual	N/A	3.50%	4.24%
Chavvi Gupta	Public - Resident Individual	N/A	0.00%	0.97%
Madhu Lata	Public - Resident Individual	N/A	0.00%	0.97%
Mansi Agarwal	Public - Resident Individual	N/A	0.00%	0.93%
Parag Gupta	Public - Resident Individual	N/A	0.00%	0.95%
Prachi Gupta	Public - Resident Individual	N/A	0.00%	0.89%
Prem Chand Gupta	Public - Resident Individual	N/A	0.00%	0.91%
Prem Chand Gupta (HUF)	Public - Resident Individual	N/A	0.00%	1.12%
Prem Rani	Public - Resident Individual	N/A	0.00%	0.62%
Ruchi Gupta	Public - Resident Individual	N/A	0.00%	0.48%
Sourab Gupta	Public - Resident Individual	N/A	0.00%	0.48%
Sumitra Devi	Public - Resident Individual	N/A	0.00%	0.45%

- **Terms of Issue of Equity Shares:**

The issue is authorized by Articles of Association of the Company.

The consideration price of the equity shall be received from respective allottee's banks accounts;

The entire Pre Preferential Allotment Shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of Trading Approval to be received from the Stock Exchanges.

Note: -

1. None of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise except to the interest of their subscription in this Resolution.
2. In this notice, preferential issue includes private placement.

Shareholding Pattern before and after the preferential issue:

Sl. No.	Category of Shareholder	Pre-issue		Post-issue	
		Total number of shares held	% of share equity holding	Total number of equity shares held	% of equity share holding
A	Shareholding of Promoter and Promoter group				
1	Indian				
	Individuals	4776465	40.82	5336465	39.71
	Bodies Corporate	3240150	27.69	3240150	24.11
Sub Total A(1)		8016615	68.52	8576615	63.83
2.	Foreign Promoters	0	0	0	0
Sub Total A(2)		0	0	0	0
Total Shareholding of Promoter group A(1)+A(2)		8016615	68.52	8576615	63.83
B	Public Shareholding				
1.	Institutional Investors	0	0	0	0
2.	Non Institutions:				
	Private Corporate Bodies	663000	5.67	663000	4.93
	Directors/Relatives	0	0	0	0
	Indian Public	3019800	25.81	4196800	31.23
	Others (including NRIs)	0	0	0	0
Total Public Shareholding (B)		3682800	31.48	4859800	36.17
Grand Total A+B		11699415	100.00	13436415	100.00

- **Proposed time limit within which the allotment shall be completed:**

As required under the SEBI (ICDR Regulations), the allotment of Equity Shares pursuant to the Special Resolution shall be completed within a period of fifteen days from the date of passing of the Special Resolution approving allotment.

Provided that where the allotment is pending on account of any such approval of allotment by any regulatory authority including stock exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

- **Change in the Control or Composition of the Board:**

There will neither be any change in the composition of the Board nor any change in the Control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

- **Auditors' Certificate:**

It is proposed to obtain a certificate from M/s. RPMD & Associates, Statutory Auditors of the Company, certifying that the issue of Equity Shares is being made in accordance with the SEBI (ICDR Regulations), 2009 and shall be placed before EGM.

- **No allotment shall be made to any person during the year.**

- **Undertaking:**

In terms of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- b) if the amount payable on account of the re computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation.

All the documents referred to in these resolutions shall be available for inspection at the registered office of the Company on any working day between 10:00 a.m. and 6:00 p.m., and will also be available for inspection at the Extra Ordinary General Meeting.

The Board recommends the above mentioned resolution to be passed as a Special Resolution.

None of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise ,except to the interest of their subscription to the offer, in this Resolution.

Date: 09/01/2017
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
(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

PROXY FORM

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

Name of the member(s):-----
Registered Address-----
Email ID-----Folio No/Client ID-----DPID-----

I/We, being the member(s), holding-----shares of the above named company, hereby appoint

1. Name-----Address-----
Email-----Signature-----or failing him
2. Name-----Address-----
Email-----Signature-----or failing him
3. Name-----Address-----
Email-----Signature-----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 03rd February, 2017 at 10.00 A.M at B-97, All Heavens Building, Wazirpur Ring Road, Delhi - 110052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1- To issue 17,37,000 equity shares on preferential basis to promoters & other than promoters at a price of Rs. 225 each including premium of Rs. 215 per share

Signed this -----day of-----2016
Signature of Shareholder-----
Signature of Proxy Holder(s)-----

Affix 1 Rs. Revenue Stamp

Note: This form of proxy in order to be effective shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

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

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

Name of Member:

Address of Member:

E-mail ID, if any:

Reg.Folio/DP&ClientNo. _____ No.of Shares Held:.....

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company at the Registered Office of the Company at B-97, All Heavens Building, Wazirpur Ring Road, Delhi - 110052 at 10 A.M on Friday, the 03rd February, 2017.

Name of person/proxy attending.....

Members/Proxys Signature

- Note: 1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

EVEN (Remote e-voting Number)	USER ID	PASSWORD/PIN
105904		