

RCI INDUSTRIES & TECHNOLOGIES LIMITED

(CIN: L74900DL1992PLC047055)

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

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

Phone: 011-27372194, Fax: 011-27371334

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of the members of RCI Industries & Technologies Limited will be held on Monday, 30th day of March 2015, at Registered Office of the Company situated at B-97, All Heavens Building, Wazirpur, Ring Road, Delhi-110052 at 10.00 a.m. to transact the following business: -

SPECIAL BUSINESS:-

ITEM NO. 1: Approval of Appointment of Mr. Raj Jamwal as the Independent Director as per New Companies Act.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 52 of the BSE SME Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, Mr. Raj Jamwal, DIN: 06698519, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years with effect from 25th day of February 2015 under New Companies Act.”

ITEM NO. 2: Approval of Appointment of Mr. Anil Kumar Jain, as an Independent Director

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 Sections 149, 150, 152 and 161(4) read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Clause 52 of the BSE SME Listing Agreement and in pursuance of General Circular No. 14/2014 dated June 9, 2014, the appointment of Mr. Anil Kumar Jain, DIN: 06944997, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and who has already been appointed as an Independent director for filling of the casual vacancy by the Board of Directors, be and is hereby approved by the shareholders as an Independent Director of the Company, to hold office for a term of five years with effect from 20th day of January 2015 under New Companies Act.”

ITEM NO. 3: Authorization to Board of Directors to borrow upto Rs. 500 Crores u/s 180(1)(c) of the Companies Act, 2013:

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

"RESOLVED THAT in supersession of the previous resolution passed under Section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time and pursuant to General Circular No. 32/2014 dated 23rd July, 2014, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee or Committees thereof reconstituted for the purpose to exercise the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, in one or more tranches, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves of the Company provided that the total outstanding amount so borrowed by the Company shall not at any time exceed the limit of Rs. 500 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

ITEM NO. 4: Authorization to Board of Directors to secure the borrowings u/s 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the previous resolution passed under Section 293(1)(a) of the Companies Act, 1956 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and pursuant to General Circular No. 32/2014 dated 23rd July, 2014, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to sell, lease, mortgage or otherwise dispose of or to create such mortgage, charges and hypothecations as may be necessary or desirable on such of the assets/undertaking of the Company, both present and future, in such manner as the Board may deem fit, in the best interest of the affairs of the Company, including securing those facilities which have already been sanctioned, including any enhancement therein together with interest, costs, charges, expenses and any other moneys payable by the Company provided that the total amount for which such charge / mortgage / hypothecations are being created to secure the borrowings shall not at any time exceed Rs. 500 Crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT in connection with afore-stated Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate, trustees for the holders of debentures/bonds/other instruments or any other person or persons who provide loan facility to the company, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such act, deeds and things, to execute all such documents, instruments and writings as may be required."

Date: 25.02.2015
Place: New Delhi

By Order of the Board of Directors

Sd/-
(ABHISHEK KEDIA)
Company Secretary & Compliance Officer
M. No. A33537
D-5, Main Market, Shakarpur
New Delhi - 110092

IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

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

2. The company has fixed 27th February, 2015 as the CUTT-OFF Date for determining the entitlement of shareholders to get notice of Extra Ordinary General Meeting and also for determining the shareholders entitled to e-vote on all the resolutions set forth in this Notice. The notice is sent to all the members whose names appeared in the register of members as on cut-off date.
3. The Company has dedicated an e-mail address abhishek@rciind.com for shareholders to mail their queries or lodge complaints, if any. The Company will endeavour to reply to your queries at the earliest.
4. 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.
5. 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.
6. 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.
7. The Notice of the EGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the website of the company www.rciind.com
8. 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.
9. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A.** In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
- i. Open the e-mail and also open PDF file **namely “RCI- e-voting.pdf”** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing User ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select “EVEN” (E-Voting Event Number) of RCI Industries & Technologies Limited which is 101667. Now you are ready for 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - 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 info@rpmd.in , with a copy marked to evoting@nsdl.co.in.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
- B.** In case a Member receives physical copy of the Notice of EGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided on a separate sheet enclosed with the notice which contains details in following format:

ELECTRONIC VOTING PARTICULARS

EVEN(Electric Voting Event Number)	USER ID	PASSWORD

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

C. Other Instructions:

- i. The e-voting period commences at 9.00 a.m. on Monday, March 23, 2015 and ends at 06.00 p.m. on Wednesday, March 25, 2015. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. February 27, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. February 27, 2015.
- iii. Mr. Rahul Jain, Chartered Accountant has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rciind.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Extra Ordinary General Meeting of the Company on March 30, 2015 and communicated to the BSE Limited.

ANNEXURE TO THE NOTICE

Item No. 1

Mr. Raj Singh Jamwal is the existing Independent Director of the company appointed by shareholders in Annual General Meeting on 30.09.2013 as Independent Director of the company pursuant to the requirements of the Clause 52 of the BSE SME Listing Agreement. As per the provisions of Sections 149, 150 and 152 of the New Companies Act, 2013, introducing the concept of Independent Director for the first time under Companies Act and made effective from April 1, 2014, all listed companies are required to have at least one third of the total number of Directors as Independent Directors who shall not be liable to retirement by rotation. Ministry of Corporate Affairs vide circular no. 14/2014 dated 09.06.2014 has clarified the requirement of the fresh appointment of existing Independent Director under the New Companies Act and such appointment shall be made expressly under section 149(10)/(11) read with Schedule IV of the Companies Act within one year from 1st April, 2014 subject to compliance with eligibility and other prescribed condition. The Explanation to Section 149(11) of the Act states that any tenure of an Independent Director on the date of commencement of this Act (i.e. April 1, 2014) shall not be counted as a term for the purpose of holding office by an Independent Director under the Act. Hence, the previous term of Mr. Raj Singh Jamwal as existing Independent Director shall not be counted for the purpose of first fresh term of 5 years under the Act. Further, the Company has received from Mr Raj Singh Jamwal consent in writing to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and a declaration in writing to the effect that he meets the criteria of independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr Raj Singh Jamwal fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder to be appointed as an Independent Director of the Company under the Companies Act, 2013 and is independent of the Company's Management. It is accordingly proposed, after looking the present contribution of Mr. Raj Singh Jamwal as Independent Director, to appoint him as Independent Director afresh under the provisions of the Companies Act, 2013. The Nomination and Remuneration Committee has considered the candidature of Mr Raj Singh Jamwal for appointment as Independent Director under the Act and has made its recommendations to the Board of Directors for its consideration. Accordingly, the Board of Directors at its Meeting held on February 25, 2015 has favourably considered the recommendations of the Nomination and Remuneration Committee and seeks the approval of the Members for the appointment of Mr Raj Singh Jamwal as Independent Directors under the Act for a term of five years with effect from February 25, 2015.

All such documents related with said appointment shall be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto & including the date of EGM. The letter of appointment shall also be uploaded on the website of the Company at www.rciind.com if he is appointed as an Independent Director in the meeting. In terms of Clause 52 of the BSE SME Listing Agreement with the Stock Exchange, relevant details/ information in relation to the appointment of Mr. Raj

Singh Jamwal are given below:

Name of the Director	Mr. Raj Singh Jamwal
DIN	06698519
Date of Birth	23/07/1954
Type of appointment	Appointed for a term of 5 years
Date of Appointment/ Re-appointment	25/02/2015
Areas of Specialization	Efficient in Building leadership talent and substantially strengthening the organisational capabilities. Holding 36 years of experience Mr. Raj Singh Jamwal served on several important national and international assignments.
Qualifications	Commerce Graduate
No. of Shares Held in the Company	0
List of Directorship held in outside Public Limited Companies	Nil
Chairman/member of the Committee of the Board of Directors of this Company	Chairman- Audit Committee Chairman-Nomination & Remuneration Committee Chairman- Shareholders Grievance Committee
Chairman/member of the Committee of the Board of Directors of other Companies	Nil
Relation with Key Managerial Personnel and Directors	No relationship
Justification for appointment	The Board considers that continued association of Mr. Raj Singh Jamwal will be of immense benefit to the Company and it would be prudent to appoint Mr. Raj Singh Jamwal as an Independent Director.

Accordingly, the Board recommends the Resolution in relation to appointment of Mr Raj Singh Jamwal as an Independent Director, for approval by the Members.

Except Mr. Raj Singh Jamwal, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

This resolution does not affect/ relates to any other company in terms of shareholding interest as mentioned in Proviso to Section 102(2)(b) of the Companies Act, 2013.

Item No. 2:

Mr. Anil Kumar Jain has been appointed by the Board of Directors on 20.01.2015 under Section 161(4) of the Companies Act, 2013 to fill the casual vacancy of the office of Independent Director of the company after the resignation of Mr. Parveen Kumar Aggarwal (erstwhile Independent Director) on 20.10.2014. After the said resignation of Mr. Parveen Kumar Aggarwal, the casual vacancy in the office of independent director was required to be filled by the board within 3 months pursuant to Second Proviso to Rule 4 of Companies (Appointment & Qualification of Directors) Rules 2014 as the required statutory limit of no. of Independent Director under Companies Act, 2013 and BSE SME Listing Agreement was below the threshold.

In terms of Section 149(4), 150(2) and other applicable provisions of the Companies Act, 2013 and Rules framed there under read with Schedule IV to the Companies Act, 2013, appointment of Independent Director of the Company shall be approved at a General Meeting of the Shareholders. Further, the Company has received from Mr. Anil Kumar Jain consent in writing to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and a declaration in writing to the effect that he meets the criteria of independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. Anil Kumar Jain fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder to be appointed as an Independent Director of the Company and is independent of the Company's Management. The Company shall formalize the appointment of Mr. Anil Kumar Jain as an Independent Director, if appointed at this meeting, setting out the terms and conditions as stipulated in Schedule IV to the Companies Act, 2013. The Nomination and Remuneration Committee has considered the candidature of Mr. Anil Kumar Jain for appointment as Independent Director under the Act and has made its recommendations to the Board of Directors for its consideration. Accordingly, the Board of Directors at its Meeting held on January 20, 2015 has favourably considered the recommendations of the Nomination and Remuneration Committee and seeks the approval of the Members for the appointment of Mr. Anil Kumar Jain as Independent Directors under the Act for a term of five years with effect from January 20, 2015.

Your Directors wish to clarify that Mr. Anil Kumar Jain was appointed in place of Mr. Parveen Kumar Aggarwal to fill casual vacancy under Section 161(4) of the Companies Act, 2013 and Proviso to said section provides that the person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held the office but the earlier Independent Director was not appointed for any specific term as there was no such term of Independent Director under Companies Act, 1956 and BSE SME Listing Agreement. Further, the requirement for appointment of Independent Director for term of 5 years come in to force on 01.04.2014 i.e. after the introduction of Companies Act, 2013 and Ministry of Corporate Affairs prescribed the time limit of one year for complying the said provisions. Company has not appointed Mr. Parveen Kumar Aggarwal as Independent Director under new Companies Act, 2013 till date as he had resigned. Hence no term of Mr. Parveen Kumar Aggarwal remains as Independent Director under Companies Act, 2013. Therefore, Mr. Anil Kumar Jain is proposed to be appointed from 25.02.2015 i.e. from the date of board meeting for a first fresh term of 5 years under Companies Act, 2013.

All such documents related with said appointment shall be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working days upto & including the date of EGM. The letter of appointment shall also be uploaded on the website of the Company at www.rciind.com if he is appointed as an Independent Director in the meeting. In terms of Clause 52 of the BSE SME Listing Agreement with the Stock Exchange, relevant details/ information in relation to the appointment of Mr. Anil Kumar Jain are given below:

Name of the Director	Mr. Anil Kumar Jain
DIN	06944997
Date of Birth	25/12/1952
Type of appointment	Appointed for a term of 5 years
Date of Appointment/ Re-appointment	20/01/2015
Areas of Specialization	Mr. Anil Kumar Jain grew through diverse functions and businesses including a role as a

	Corporate Planning Manager. Having exceptional academic strengths and leadership qualities, he has held a series of assignments in Supply Chain, Research & Development Categories.
Qualifications	Commerce Graduate
No. of Shares Held in the Company	0
List of Directorship held in outside Public Limited Companies	Mr. Anil Kumar Jain is holding the position of Independent Director in B.C. Power Controls Limited.
Chairman/member of the Committee of the Board of Directors of this Company	Member- Audit Committee Member-Nomination & Remuneration Committee Member- Shareholders Grievance Committee
Chairman/member of the Committee of the Board of Directors of other Companies	Chairman- Audit Committee Chairman-Shareholder/Investor Grievance Committee Chairman-Nomination & Remuneration / Compensation Committee Member-Legal Committee
Relation with Key Managerial Personnel and Directors	No relationship
Justification for appointment	The Board considers that association of Mr. Anil Kumar Jain will be of immense benefit to the Company and it would be prudent to appoint Mr. Anil Kumar Jain as an Independent Director.

Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Anil Kumar Jain as an Independent Director, for approval by the Members.

Except Mr. Anil Kumar Jain, none of the Director, Key Managerial Personnel or their relatives is interested or concerned in the Resolution relating to the appointment of Mr. Anil Kumar Jain as an Independent Director.

This resolution does not affect/ relates to any other company in terms of shareholding interest as mentioned in Proviso to Section 102(2)(b) of the Companies Act, 2013.

Item No. 3:

The members may kindly be informed that at the Extraordinary General Meeting of the Company held on 08.03.2013, the Members had, by way of an Ordinary Resolution and in pursuance of the provisions of erstwhile Section 293(1)(d) of the Companies Act, 1956, approved borrowings by the Company from banks, financial institutions, etc. in excess of the paid-up share capital and free reserves of the Company, which sum shall not exceed Rs. 200 Crores. According to the provisions of Section 180 (1)(c) of the Companies Act, 2013, read with MCA General Circular no. 32/2014 dated 23.07.2014 regarding clarification on the transitional period of the resolution passed under the Companies Act, 1956, borrowings by the Company in excess of the prescribed limits (i.e., in excess of its paid-up capital and free reserves) shall require approval of the Shareholders by way of a Special Resolution.

Presently, The Board of RCI Industries & Technologies Limited is in the process of its business expansion. However, for certain business exigencies and due to certain unavoidable circumstances the Company may be required to borrow money from Banks/ Financial Institutions or any other Bodies Corporate in the future. The Board considers that authority to borrow money up to Rs. 500 Crores shall be sufficient to meet the requirements of the Company. Accordingly, the Board recommends that the Resolution No. 3 of the Notice convening this Extraordinary General Meeting be approved by the Members as a Special Resolution.

All the documents referred to in this resolution shall be available for inspection without any fee by the Members at the registered office of the company on all working days during business hours upto & including the date of EGM.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

This resolution does not affect/ relates to any other company in terms of shareholding interest as mentioned in Proviso to Section 102(2)(b) of the Companies Act, 2013.

Item No. 4:

The members may kindly be informed that at the Extraordinary General Meeting of the Company held on 08.03.2013, the shareholders had authorized the Board of Directors to provide security on borrowings by creating suitable mortgage/charge on all or any of the moveable and / or immovable properties, regarded as disposal of the Company's undertakings under Section 293(1)(a) of the Companies Act, 1956.

Considering the need to avail additional financial assistance, over and above the present financial assistances, from Banks, Financial Institutions, Bodies Corporate, other Entities, Person or Persons, it may be required to further mortgage / charge its properties and / or extend the properties already charged to secure other assistance including securing the present facilities sanctioned and being availed. Since the creation of charge / mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 (corresponding to Sec on 293(1)(a) of the Companies Act, 1956). Also, earlier approval of Shareholders under Section 293(1)(a) of the Companies Act, 1956 was taken a long time ago and thus considering passage of time and also read with MCA General Circular no. 32/2014 dated 23.07.2014 regarding clarification on the transitional period of the resolution passed under the Companies Act, 1956, it is felt desirable to seek fresh approval of shareholders for securing the borrowing up to Rs. 500 Crs. by way of Charge/Mortgage etc.

In view of the aforesaid provisions, Board of Directors of your Company requests you to grant your consent by way of Special Resolution to the enabling special business as set out at Agenda Item No.4 of the accompanying Notice.

All the documents referred to in this resolution shall be available for inspection without any fee by the Members at the registered office of the company on all working days during business hours upto & including the date of EGM.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

This resolution does not affect/ relates to any other company in terms of shareholding interest as mentioned in Proviso to Section 102(2)(b) of the Companies Act, 2013.

Date: 25.02.2015
Place: New Delhi

By Order of the Board of Directors

Sd/-
(ABHISHEK KEDIA)
Company Secretary & Compliance Officer
M. No. A33537
D-5, Main Market, Shakarpur
New Delhi - 110092

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 Monday, the 30th March, 2015.

Name of person attending.....

Capacity:	Member	<input type="checkbox"/>
	Proxy	<input type="checkbox"/>
	Authorised Representative	<input type="checkbox"/>

(Please tick in appropriate box)

- 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.

FORM NO. MGT - 11
PROXY FORM

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

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

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/her _____

2. Name:
Address:
Email:
Signature _____ or failing him/her _____

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 30th March, 2015 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 Approve the Appointment of Mr. Raj Singh Jamwal as an Independent Director.
2. To Approve the Appointment of Mr. Anil Kumar Jain as an Independent Director
3. To Authorize Board of Directors to borrow upto Rs. 500 Crores u/s 180(1)(c) of the Companies Act, 2013.
4. To Authorize Board of Directors to secure the borrowings u/s 180(1)(a) of the Companies Act, 2013 by way of Charge, mortgage etc. over the property of the company.

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Affix 1 Rs.
Revenue
Stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it, shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before time fixed for Extra Ordinary General Meeting.

Form No. MGT- 12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **RCI INDUSTRIES & TECHNOLOGIES LIMITED**
Registered Office: **B-97, WAZIRPUR, RING ROAD, DELHI-110052**
CIN: **L74900DL1992PLC047055**

BALLOT PAPER

Sr. No.	PARTICULARS	DETAILS
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Equity shares of Rs. 10 each

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Sr. No.	RESOLUTIONS	NO. OF SHARES HELD BY ME	I ASSENT TO THE RESOLUTION	I DISSENT FROM THE RESOLUTION
SPECIAL BUSINESS				
1.	To Approve the Appointment of Mr. Raj Singh Jamwal as an Independent Director.			
2.	To Approve the Appointment of Mr. Anil Kumar Jain as an Independent Director.			
3.	To Authorize Board of Directors to borrow upto Rs. 500 Crores u/s 180(1)(c) of the Companies Act, 2013.			
4.	To Authorize Board of Directors to secure the borrowings u/s 180(1)(a) of the Companies Act, 2013 by way of Charge, mortgage etc. over the property of the company.			

Place:

Date:

(Signature of the shareholder*)

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

Name of Member:

E-mail ID, if any:

ELECTRONIC VOTING PARTICULARS

EVEN(Electric Voting Event Number)	USER ID	PASSWORD