

ALTERATION IN RESOLUTION ALONG WITH EXPLANATORY STATEMENT OF NOTICE OF 25TH ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER,2016

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 8 lakhs Equity Shares on Preferential basis**

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

PROPOSED ALLOTTEES	NUMBER OF SHARES ALLOTTED	FACE VALUE PER SHARE	PREMIUM PER SHARE	AMOUNT
Satish Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Uma Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Apoorv Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Arpit Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Harshit Infratech (P) Ltd.	3 Lakhs	Rs. 10 fully paid up	Rs. 115	37500000
TOTAL	8 Lakhs			100000000

RESOLVED FURTHER THAT

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

- ii) The Equity Shares to be issued and allotted shall be listed and traded on BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii) The Equity Shares allotted to allottees shall rank pari passu with the existing Equity Shares of the Company, from the date of their allotment. Such new Equity Shares when issued and allotted as aforesaid shall also be entitled for dividend as per the regulations / notifications / clarifications issued by SEBI in this regard;
- iv) The Equity Shares allotted on a preferential basis shall remain locked in as per the provisions of SEBI (ICDR Regulations), 2009;
- v) The Board be and is hereby authorized to accept any modification(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI (ICDR Regulations), without being required to seek any further consent or approval of the members of the Company.

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

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

SPECIAL BUSINESS:

Item No.1 To Issue up to 8,00,000 Equity Shares on Preferential basis

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.

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 3rd day of September, 2016, 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
Satish Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Uma Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Apoorv Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Arpit Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Harshit Infratech (P) Ltd.	3 Lakhs	Rs. 10 fully paid up	Rs. 115	37500000
TOTAL	8 Lakhs			100000000

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:

- a) To expand and modernise the newly acquired unit - RCI Strips

- b) To expand and modernise the existing unit - RCI Copper
- c) 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
Satish Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
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Arpit Agarwal	1.25 Lakhs	Rs. 10 fully paid up	Rs. 115	15625000
Harshit Infratech (P) Ltd.	3 Lakhs	Rs. 10 fully paid up	Rs. 115	37500000
TOTAL	8 Lakhs			100000000

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

None of the Promoters / PACs / Directors / Key Management Persons intends to subscribe this offer. 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 **31st August, 2016** being the date 30 days prior to the date of Annual General Meeting (i.e. **30th September, 2016**)

- **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. 125 (including premium of Rs. 115) 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
Satish Agarwal	Public - Resident Individual	Satish Agarwal	0.39%	1.42%
Uma Agarwal	Public - Resident Individual	Uma Agarwal	0.39%	1.42%
Apoorv Agarwal	Public - Resident Individual	Apoorv Agarwal	0.39%	1.42%
Arpit Agarwal	Public - Resident Individual	Arpit Agarwal	0.41%	1.45%
Harshit Infratech (P) Ltd.	Public – Corporate Bodies	Arun Kumar Jain – 30% Smita Jain – 57.37%	0.00%	2.56%

- **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 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	43.82	4776465	40.83
	Bodies Corporate	3240150	29.73	3240150	27.69
Sub Total A(1)		8016615	73.55	8016615	68.52
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	73.55	8016615	68.52
B	Public Shareholding				
1.	Institutional Investors	0	0	0	0
2.	Non Institutions:				
	Private Corporate Bodies	363000	3.33	663000	5.67
	Directors/Relatives	0	0	0	0
	Indian Public	2519800	23.12	3019800	25.81
	Others (including NRIs)	0	0	0	0
Total Public Shareholding (B)		2882800	26.45	3682800	31.48
Grand Total A+B		10899415	100.00	11699415	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 AGM.

- **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 Annual 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 in this Resolution.

Date: 03/09/2016

Place: New Delhi

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

Sd/-

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