

## R. C. A. LIMITED

CIN : L10200WB1899PLC000255

Registered Office : 10, Middleton Row, Kolkata - 700 071

Tel : (033) 2229 - 2823 / 3744 | E-mail : rca@rcaltd.co.in | Website : www.rcaltd.co.in

### NOTICE

Notice is hereby given that the 168th Annual General Meeting of members of the Company will be held at its Registered Office at 10, Middleton Row, Kolkata - 700 071 on Saturday, 26th September, 2015 at 10:30 A. M. to transact the following business :

#### ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Smt. Indu Dabriwala (DIN : 00546365) who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under the Company hereby ratifies the appointment of M/s. G. P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 170th Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration in consultation with the Auditors."

#### SPECIAL BUSINESS

5. APPOINTMENT OF SMT. ALKA TIBRAWALLA (DIN : 00554318) 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, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Alka Tibrawalla (DIN : 00554318), who has given a declaration that she has not been disqualified from being appointed as a Director and who meets the criteria of Independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director on the Board of the Company not liable to retire by rotation in terms of Sections 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement to hold office for a term of 5 consecutive years from the date of this Annual General Meeting to the conclusion of Company's 173rd Annual General Meeting."

6. RE-APPOINTMENT OF SRI RAJENDRA KUMAR DABRIWALA (DIN : 00086658) AS MANAGING DIRECTOR

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Sri Rajendra Kumar Dabriwala (DIN : 00086658) as Managing Director of the Company, for a further period of 1 (one) year commencing from October 1, 2015 on the terms and conditions as specified in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and also draft agreement submitted to this Meeting, with liberty to the Board of Directors (the "Board") to revise, amend, alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Sri Rajendra Kumar Dabriwala (DIN : 00086658), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

By Order of the Board

**Pankaj Khanna**  
Company Secretary

This 30th day of May, 2015 at Kolkata

**NOTES :**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business under item Nos. 5 & 6 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchange, of persons seeking appointment/re-appointment as Directors under item Nos. 5 & 6 of the Notice, are also annexed.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and on Poll, to vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 16, 2015 to Saturday, September 26, 2015, both days inclusive, for determining the entitlement of shareholders to the payment of dividend.
4. Subject to the provisions of Section 126 of the Companies Act, 2013 (corresponding to Section 206A of the Companies Act, 1956), if the Final Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on Thursday, October 1, 2015 as under:
  - a) to all those Beneficial Owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 15, 2015;
  - b) to all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/Share Transfer Agent (i.e. Maheshwari Datamatics Pvt. Ltd.) on or before the close of business hours on September 15, 2015.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Maheshwari Datamatics Private Limited (MDPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to MDPL.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or MDPL for assistance in this regard.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or MDPL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
8. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the Accounts, are requested to write to the Company at least 7 days before the Meeting, so as to enable the Management to keep the information ready at the Meeting.
10. In terms of the provisions of Section 124 of the Companies Act, 2013 ( corresponding to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956), all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of 7 years from the date they became due for payment, in relation to the Company have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2015, nor shall any payment be made in respect of such claim.
11. Members who have not yet encashed their dividend warrant(s) pertaining to the Final Dividend for the financial year 2007-08 onwards for the Company are requested to make their claims without any delay to Company or MDPL. It may be noted that the unclaimed Final Dividend for the financial year 2007-08 declared by the Company on September 22, 2008 can be claimed by the shareholders by September 21, 2015.
12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed form SH-13 (a copy of which is available on the website of the Company) with the Company's Share Transfer Agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
13. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
14. To support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with MDPL/ Depositories.
15. For convenience of the members and proper conduct of the Meeting, entry to the Meeting venue will be regulated by Attendance Slip, which is enclosed with this Notice. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the entrance of the venue.
16. Members may please note that no gifts are proposed to be distributed at the Meeting.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and clause 35 B of the listing agreement, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all

the resolutions set forth in this Notice. In order to enable its members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in the Notice, then polling paper will be made available at the meeting. Instructions for e-voting are given here in below. Resolution(s) passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

18. M/s. K. Gulgulia & Co, Chartered Accountants (Firm Registration No. 328690E) have been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
19. The facility for voting, through remote e-voting system polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
20. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and make, not later than three days of conclusion of the meeting, 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.
21. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rcald.co.in](http://www.rcald.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to The Calcutta Stock Exchange Limited ("CSE"), where the shares of the Company are listed.

**The instructions for remote 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. Read the e-mail carefully and open the attached PDF file specifying your Client ID (in case shares held in demat form) and folio no. (in case shares held in physical mode) as default password. The attachment contains your "User Id" and "Password" for e-Voting. Please note that the password is an initial password.
  - ii. Launch the Internet Browser by typing <http://www.evoting.nsdl.com> on the address bar. The home screen will be displayed, select the member "login" name. Enter the login details viz. User Id and password are sent to you by email/post. On the first login, you need to change the password. In case you have earlier logged in at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for exercising your vote in respect of a Ballot relating to any other Company and you have already changed your password, please use the changed password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - iii. On successful login, you have to select the "EVEN" (E Voting Event Number) for casting your vote.
  - iv. Cast your vote by selecting appropriate option and click on "submit" and also "confirm" when prompted. Upon confirmation, the message "vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - v. The e-voting period commences on Wednesday, September 23, 2015 (10:00 a.m. IST) and ends on Friday, September 25, 2015 (6:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on September 19, 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.
  - vi. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 19, 2015.
  - vii. In case of any query, you may refer to the frequently asked questions (FAQ) for members and e-Voting user manual for shareholders available at the "downloads" Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact them on their telephone 022-24994600.
  - viii. 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 communication(s) regarding NSDL e-Voting system in future.
- B. The instructions for e-Voting for Members other than in (A) above
  - i. Initial "User Id" and "Password" are provided with the Notice. Please follow the steps (ii) to (vii) stated above to cast your vote through e-voting.

**Statement pursuant to Section 102 (1) of the Companies Act, 2013**

**Item no. 5**

In order to comply with the provisions of Sections 149(4), (10) & (11) and 152(6)(e) of the Companies Act, 2013 and clause 49 of the listing agreement, it is proposed to appoint Smt. Alka Tibrawalla as Independent Director to hold office for a term of 5 consecutive years from the date of this Annual General Meeting to the conclusion of the 173rd Annual General Meeting of the Company in the calendar year 2020.

The Company has received Notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Alka Tibrawalla for the office of Director of the Company.

The Company has received from Smt. Alka Tibrawalla (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Copy of the draft letter for appointment of Smt. Alka Tibrawalla as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Except Smt. Alka Tibrawalla, none of Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in item no. 5 for approval of the members.

**Item No. 6**

The Present term of appointment of Sri Rajendra Kumar Dabriwala as Managing Director of the Company expires on September 30, 2015. His re-appointment as Managing Director, for a further period of 1 year from October 1, 2015 was recommended and approved by the Board of Directors in their Meeting held on May 30, 2015. The re-appointment and other terms and conditions, need approval of the members in terms of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder. The proposed agreement shall be available for inspection by any member during 11:30 hours to 12:30 hours on all working days at the Registered Office. Considering all aspects, the Board has approved and now proposes for your consideration the terms and conditions of his re-appointment.

The material provisions of the draft agreement approved by the Board are as follows :

**I. BASIC SALARY**

50,000/- p.m. (INR Fifty thousand only)

**II. PERQUISITES**

- (a) Medical expenses re-imburement for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- (b) Leave Travel Concession for self and family once in a year subject to a ceiling of one month's salary.
- (c) Club fee (other than admission fees) subject to a maximum of two clubs.
- (d) Car for use of Company's business.
- (e) One Telephone at residence for official purposes

The remuneration is justified having regard to the responsibilities, which he is called upon to bear as a Managing Director of the Company. Notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2015 during the tenure of Sri. R.K. Dabriwala as a Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Sri. R.K. Dabriwala the above remuneration by way of salary and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Sri R. K. Dabriwala is interested in the above resolution in respect of his appointment as Managing Director, Smt. Indu Dabriwala who is his relative and Director of the Company, deemed to be concerned or interested in the appointment of Sri R. K. Dabriwala as Managing Director of the Company.

Save and except the above, None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

**Profiles of Directors seeking appointment/re-appointment at the ensuing AGM.**

Particulars	Sri R. K. Dabriwala	Smt. Alka Tibrawalla
Date of Birth	29/01/1941	11/09/1945
Date of Appointment	02/07/1963	Proposed
Qualifications	JEDP-IIM-C, OPM (HBS)	B.Com
Expertise in specific functional Areas	Company Administration	Account & Financial
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>• International Conveyors Limited</li> <li>• Dabri Properties &amp; Trading Company Limited</li> <li>• I. G. E. (India) Private Limited</li> <li>• Faridabad Capital Holdings Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Pure Coke Limited</li> <li>• Shree Shyam Coal Co. Ltd.</li> </ul>
Memberships/Chairmanships of committees of other companies	Stakeholders Relationship Committee of International Conveyors Limited	NIL
Number of Shares held in Company	92,692	NIL

By Order of the Board

**Pankaj Khanna**  
Company Secretary

This 30th day of May, 2015 at Kolkata

# R. C. A. LIMITED

CIN: L10200WB1899PLC000255

**Registered Office: 10, Middleton Row, Kolkata – 700 071**

Tel: (033) 2229 – 2823 / 3744 ● E-mail : rca@rcaltd.co.in ● Website : www.rcaltd.co.in

<p><b>ATTENDANCE SLIP</b></p> <p>I/We hereby record my/our presence at the 168<sup>th</sup> Annual General Meeting of R. C. A. Limited held on Saturday, September 26, 2015 at 10:30 a.m. at 10, Middleton Row, Kolkata – 700 071.</p>	<p><b>Folio/ DP ID &amp; Client ID No. :</b></p> <p><b>Share Holding :</b></p> <p><b>Serial No.:</b></p> <p><b>Name :</b></p> <p><b>Name(s) of joint Holder(s), if any :</b></p> <p><b>Address :</b></p>
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.....  
Name of Proxy (in BLOCK LETTERS)

.....  
Signature of Shareholder/Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.



### ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	PASSWORD

Please refer to the AGM Notice for e-voting instructions



<h2 style="margin: 0;">R. C. A. LIMITED</h2> <p style="margin: 0;">CIN: L10200WB1899PLC000255</p> <p style="margin: 0;"><b>Registered Office: 10, Middleton Row, Kolkata – 700 071</b></p> <p style="margin: 0;">Tel: (033) 2229 – 2823 / 3744 ● E-mail : rca@rcaltd.co.in ● Website : www.rcaltd.co.in</p>	<p><b>PROXY FORM-MGT.11</b></p>		
<p>168<sup>TH</sup> ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 26, 2015 AT 10:30 A.M.</p>			
<p>I/We, being the member(s), holding.....shares of R. C. A. Limited hereby appoint :</p> <p>(1) Name .....Address..... E-mail Id.....Signature.....or failing him/her</p> <p>(2) Name .....Address..... E-mail Id.....Signature.....or failing him/her</p> <p>(3) Name.....Address..... E-mail Id.....signature.....</p>			
<p>as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 168<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, September 26, 2015 at 10:30 a.m. at 10, Middleton Row, Kolkata – 700 071 and at any adjournment thereof in respect of such resolutions as are indicated below:</p>			
<b>Resolution No.</b>	<b>Resolutions</b>	<b>Optional *</b>	
		<b>For</b>	<b>Against</b>
<b>Ordinary Business</b>			
1.	Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2015 and the reports of the Directors and Auditors thereon.		
2.	Declaration of Dividend for the financial year ended 31st March, 2015.		
3.	Appoint a Director in place of Smt. Indu Dabriwala who retires by rotation and being eligible, offers herself for re-appointment.		
4.	Ratify the appointment of M/s. G. P. Agrawal & Co., Chartered Accountants, as the Statutory Auditors of the Company and authorise Board of Directors to fix their remuneration		
<b>Special Business</b>			
5.	Appointment of Smt. Alka Tibrawalla as an Independent Director of the Company		
6.	Re-appointment of Sri Rajendra Kumar Dabriwala as Managing Director of the Company		

Signed this ..... day of .....2015

Member's Folio / DP ID & Client ID No.....Signature of Shareholder (s).....  
Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

- Note :**
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 168<sup>th</sup> Annual General Meeting.
  - \*3. It is optional to put a '✓' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/she thinks appropriate.