

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 167th Annual General Meeting of members of the Company will be held at its Registered Office at 10, Middleton Row, Kolkata – 700 071 on Friday, 26th September, 2014 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, 2014, 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, 2014.
3. To appoint a Director in place of Smt. Indu Dabriwala who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint the Auditors and to fix their remuneration and in this regards to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and all other applicable provisions, if any, of the Companies Act, 1956) and the Rules made there under M/s. G. P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E), be and are hereby re-appointed 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 (subject to ratification of the appointment by the members at every Annual General Meeting held after this 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 SRI SAMBHAW KUMAR JAIN (DIN : 02390371) 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** Sri Sambhaw Kumar Jain (DIN : 02390371) who was earlier appointed and designated as an Independent Director of the Company w.e.f. July 26, 2012 in requirement of the Listing Agreement entered into with the Stock Exchange and is continuing as an Independent 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 formally 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 172nd Annual General Meeting.”

6. 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 appointment of Sri Rajendra Kumar Dabriwala (DIN : 00086658) as Managing Director of the Company, for a period of 1 (one) year commencing from October 1, 2014 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

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conditions of the said 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 Authority of the Board
R. K. Dabriwala
Director

This 8th day of August, 2014 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 Tuesday, September 16, 2014 to Friday, September 26, 2014, 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 Monday, September 29, 2014 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, 2014;
 - 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, 2014.
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.

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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. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF)

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 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, 2014, nor shall any payment be made in respect of such claim.

Members who have not yet encashed their dividend warrant(s) pertaining to the Final Dividend for the financial year 2006-07 onwards for the Company are requested to make their claims without any delay to MDPL. It may be noted that the unclaimed Final Dividend for the financial year 2006-07 declared by the Company on September 27, 2007 can be claimed by the shareholders by September 26, 2014.

11. 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.
12. The Notice of the AGM along with the Annual Report 2013-14 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.
13. To support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with MDPL/Depositories.
14. 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.
15. Members may please note that no gifts are proposed to be distributed at the Meeting.
16. 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. 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 for exercising your vote in respect of a

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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 Saturday, September 20, 2014 (10:00 a.m. IST) and ends on Monday, September 22, 2014 (6:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on August 22, 2014, 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 August 22, 2014.
 - 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 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.
17. Ms. Khushboo Gulgulia, Practising Chartered Accountants (Membership No 306808) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
18. The Scrutinizer shall, within a period not exceeding 3 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 submit her Report on the voting pattern in accordance with the procedure set out in Companies (Management & Administration) Rules, 2014.
19. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rcaltd.co.in and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 167th AGM of the Company on September 26, 2014 and communicated to the The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

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

Item no. 5

Sri S. K. Jain is an Independent Director of the Company and has held the positions as such for last 2 years.

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 Sri S. K. Jain 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 172nd Annual General Meeting of the Company in the calendar year 2019.

Sri S. K. Jain is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given their consent to act as Director.

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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 Sri S. K. Jain for the office of Director of the Company.

The Company has also received the declarations from Sri S. K. Jain he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

In the opinion of the Board, Sri S. K. Jain fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Sri S. K. Jain is independent of the management.

Brief resume of Sri S. K. Jain, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under clause 49 of the Listing Agreement with the Stock Exchange.

Copy of the draft letter for appointment of Sri S. K. Jain as Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Sri S. K. Jain is interested in the resolution set out at item no 5 of the Notice with regard to his appointment.

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

The Board commends the Ordinary Resolution set out at item no. 5 of the Notice for approval by the shareholders.

Item No. 6

Sri Rajendra Kumar Dabriwala was appointed as Director of the Company on July 2, 1963. His appointment as Managing Director, for a period of 1 year from October 1, 2014 was recommended and approved by the Board of Directors in their Meeting held on August 8, 2014. The 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. Hence this resolution at point no.6. 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 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, 2014 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.

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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	Sri S. K. Jain
Date of Birth	29/01/1941	19/02/1971
Date of Appointment	02/07/1963	26/07/2012
Qualifications	JEDP-IIM-C, OPM (HBS)	B.Com, ACA
Expertise in specific functional areas	Company Administration	Account & Financial
Directorships held in other companies (excluding foreign companies)	International Conveyors Limited Dabri Properties & Trading Company Limited I. G. E. (India) Private Limited Faridabad Capital Holdings Private Limited	I. G. E. (India) Private Limited Zenox Trading and Manufacturing Private Limited Friendship Estates Private Limited
Memberships/ Chairmanships of committees of other companies	Stakeholders Relationship Committee of International Conveyors Limited	NIL
Number of Shares held in Company	92,692	100

This 8th day of August, 2014 at Kolkata

By Authority of the Board
R. K. Dabriwala
Director