SOLID CARBIDE TOOLS LIMITED

(100% E.O.U.) TOOLS DIVISION

A 735, M.I.D.C, KHARNE, NAVI MUMBAI - 400 703.
CIN : L9999MH1990PLC057785
IEC Code : 0392001863
Tel.: +91 22 2769 7041
E-mail : solidcarbide@gmail.com
Website : www.solidcarbide.co.in

18th October, 2018

To,
Department of Corporate Services
Bombay Stock Exchange Limited
P J Tower, Dalal Street
Mumbai 400 001

Sub.: Submission of Annual Report

Dear Sir,

We are attaching herewith 28th Annual Report for the year 2017-2018 of the Company pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Kindly acknowledge the receipt of the same and take it on record.

Thanking you,
Yours faithfully,

For Solid Carbide Tools Limited

Dilip Shah
Managing Director
(DIN: 02659382)

SOLID CARBIDE TOOLS LTD. MUMBAI

SOLID CARBIDE TOOLS LIMITED

28th ANNUAL REPORT 2017 – 2018

Board of Directors

Mr. Dilip S.Shah	Chairman
Mr. RameshB.Patel	Director
Ms. Pooja Lodha (Resigned w.e.f. 2nd May, 2017)	Director
Ms. Seema Kalani (Appointed w.e.f. 2nd May, 2017)	Director

Banker:
Bank of India

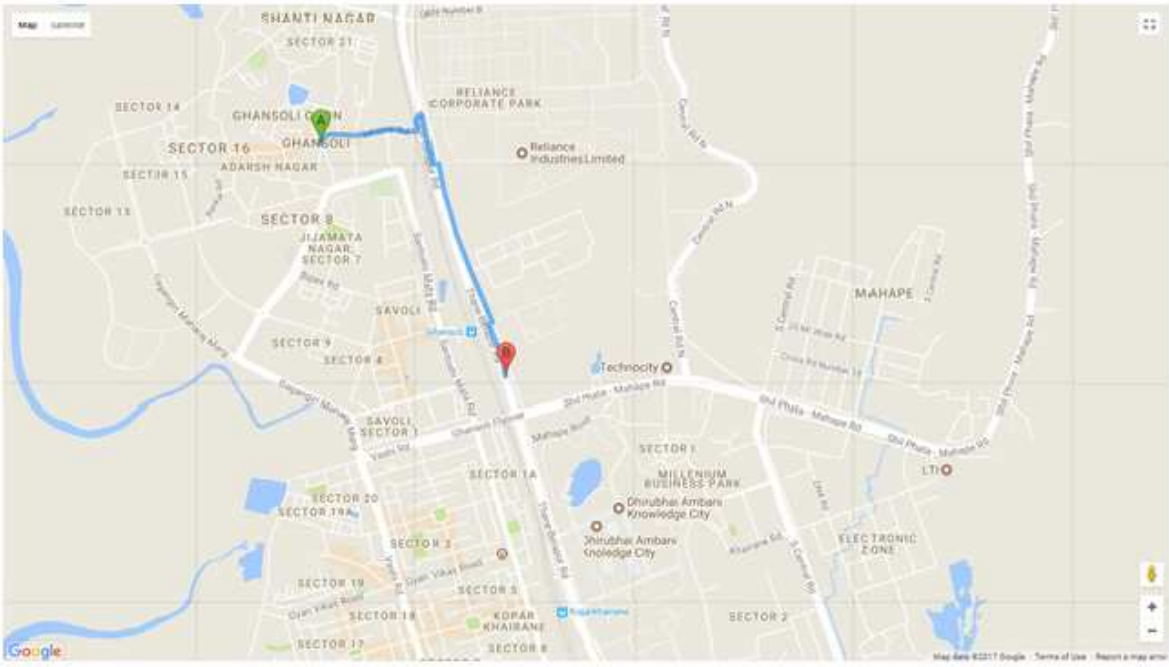
Registrar and Share Transfer Agents:

Link Intime India Pvt. Ltd
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400078
Tel: 022-25963838, Fax: 022-25946969
Email id: mumbai@linkintime.co.in

Regd. Office / Factory:

A-735, TTC Industrial Area,
Khairne, MIDC, Thane Belapur Road
Navi - Mumbai – 400705.

ROUTE MAP TO THE VENUE OF AGM



LandMark : MIDC Area

SOLID CARBIDE TOOLS LIMITED
CIN: L99999MH1990PLC057785
Regd Address: A-735, TTC Industrial Area,
Khairne, MIDC, Thane Belapur Road
Navi-Mumbai – 400705.Tel No. : 022-27697041
E-MailID:solidcarbide@gmail.comWebsite:www.solidcarbide.in

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of Solid Carbide Tools Limited will be held at the registered office of the Company at A-735, TTC Industrial Area, Khairne, MIDC, Thane Belapur Road, Navi - Mumbai – 400705 on Friday, 28th September, 2018 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31stMarch, 2018 including the Audited Balance sheet as at 31stMarch, 2017 and the statement of Profit & Loss Account of the Company for the year ended as on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dilip Shah (DIN - 02659382), who retires by rotation and being eligible offers himself fore-appointment.
3. To re-appoint Auditor and fix their remuneration and in this regard to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under as amended from time to time, pursuant to the recommendation of the Board M/s. Kriplani Milani & Co, Chartered Accountants, Mumbai, (Firm Registration no. 130461W), be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of two consecutive years commencing from the financial year 2018-19, on a remuneration that may be determined by the Board in consultation with the auditors."

By Order of the Board of Directors

Dilip Shah
Director
(DIN: 02659382)

Place : Navi Mumbai
Date : 1st September, 2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING.

   Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

   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. 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.

2. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

3. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 of the accompanying Notice, as required by Regulation 36 (3) of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange is annexed herewith.

4. The route map showing directions to reach the venue of the twenty-seventh AGM is annexed.

5. The Register of Contracts, Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

6. The Register of Members and Share Transfer Books of the Company will remain close from 21-09-2018 to 28-09-2018 (both days inclusive).

7. Members are requested to intimate the Registrar and Share Transfer Agent of the Company- Link Intime India Private Limited, immediately of any change in their address, in respect of equity shares held in physical mode and to their Depository Participants (DP) in respect of equity shares held in dematerialized form.

8. With reference to the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, in which SEBI has directed all the listed Companies to record the PAN and BANK ACCOUNT details of all their shareholders holding shares in physical mode through their RTA. Accordingly your Company has initiated steps for registering the PAN details of all the shareholders (including joint holders if any) and the BANK ACCOUNT details of the registered shareholder. You are requested to register other KYC details such as email id, mobile number, specimen signature and nomination. In this context, you are requested to kindly fill in the details as mentioned in the annexed KYC form and forward the same along with all the supporting documents based on requirements considering the mentioned points to our Registrar and Share Transfer Agent of the Company- Link Intime India Private Limited. (KYC form enclosed with Annual report of Shareholders who are holding shares in Physical form)

9. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrar and Share Transfer Agent of the Company.

10. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant Rules made there under, as amended from time to time, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail address with the Company or with the Depository. Members who have not registered their e- mail address either with the Company or with the Depository can now register the same by submitting updated email address to Link Intime India Private Limited, the Registrar and Share Transfer Agent

or Company. Members of the Company, who have registered their e- mail address, are entitled to receive such communication in physical form upon request.

11. The Notice of the AGM along with the Annual Report 2017-18 is being sent by courier to those Members whose postal addresses are registered with the Company/Depositories.

12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Members have been provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services Limited, on all resolutions set forth in this notice. The facility for voting through poll shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through poll. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.

13. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll.

14. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

15. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

16. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 executed by the company with the BSE, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd (CDSL).

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cutoff date i.e., September 21, 2018 may cast their votes electronically.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. A copy of this notice has been placed on the website of the Company and the website of CDSL.

Ms. Priya Paranjape who is not in employment of the Company, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first 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 the 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 authorized by him in writing who shall countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.solidcarbide.in and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE.

The process and instructions for e-voting are as under:

(i) The voting period commences on Tuesday, September 25, 2018 at 9.00 a.m. and ends on Thursday, September 27, 2018 at 5.00 p.m.. During this period, shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the venue.

(iii) The Shareholders should log on to the e-voting website www.evotingindia.com

(iv) Click on Shareholders

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii)If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000100 in the PAN field.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the number id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for

voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(xii) Click on the EVSN of Tricom Fruit Products Limited on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.comand register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE:

Disclosure pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

	Mr. Dilip Shah
Date of Birth	26/04/1957
Date of Appointment	03/09/2012
Qualification	B. Com
Expertise in specific functional areas	Management
Directorship in Indian other Public Limited Companies as on 31.3.2018	Nil
Chairman / Member of the committee of other Companies*	Nil
No of shares held in the Company as on 31.3.2018	17208251

Note: *Directorship / Committee memberships exclude Alternate Directorships and Directorships in Private / Foreign Companies incorporate under Section 8 of the Companies Act,2013

DIRECTORS REPORT

Your Directors have pleasure in presenting the Annual Report of the Company along with the Audited Statement of Accounts for the year ended 31st March, 2018.

1. FINANCIALRESULTS:

(Amount in Rs)

Particulars	31-03-2018	31-03-2017
Total Income	5,08,993	4,04,680
Total Expenses	34,62,086	277,81,332
Prior Period Items	(29,53,093)	(273,76,652)
Profit (Loss) before Tax	(29,53,093)	(273,76,652)
Less: Provision for Tax	-	-
Profit (loss) after Tax	(29,53,093)	(273,76,652)

2. PERFORMANCE &RESULTS:

The Company did not have any operations during the year and in turn no income is earned. The increase in loss after tax from Rs. 273,76,652 to 29,53,093 is on account of increase in expenditure and prior period items

3. OPERATIONS AND FUTURE PLANS:

The Company during the year under review could not conduct any business activity due to the financial constraints and un-favourable market conditions. The Company is in the process of obtaining various licenses from regulatory authorities to commence the commercial activities which would benefit the company and shareholders at large.

4. CHANGES IN THE NATURE OF BUSINESS, IF ANY:

During the year under review, there was no change in nature of the business of the Company.

5. AMOUNT TRANSFER TO RESERVES:

During the year under review, the question of transferring any amount to reserves pursuant to the provisions of section 134(3)(j) of the Companies Act, 2013 does not arise as the Company has incurred a loss during the year.

6. DIVIDEND:

Considering the loss incurred in the current financial year, your Directors have not recommended any dividend for the financial year underreview.

7. Share Capital

The paid up capital of the Company as on 31st March, 2018 was ` 27105000. During the year under review, the Company has not issued shares with differential voting rights, sweat equity shares and shares under Employees Stock Option Scheme.

8. DEPOSITS:

The Company has not accepted deposits from public.

9. PARTICULARS OF LOANS, GUARANTEES ORINVESTMENTS:

The Company has not given Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act,2013.

10. DIRECTORS & KEY MANAGERIAL PERSONNEL:

In terms of Section(s) 149, 152 and all other applicable provisions of the Companies Act, 2013, for the purpose of determining the directors liable to retire by rotation, the Independent Directors are not included in the total number of Directors of the Company. Accordingly, Ms. Dilip Shah shall retire by rotation at the ensuing Annual General Meeting and being eligible has offered

himself for re-appointment as a Director of the Company.

The Company has received declarations from the Independent Directors of the Company confirming that they meet criteria of independence as prescribed both under the act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the year under review, no person falling within the definition of Key Managerial Personnel (KMP) as defined under section 2(51) and 203 of the Companies Act, 2013 was appointed on the Board of the Company or resigned from the Company.

11. PERFORMANCE EVALUATION OF BOARD, COMMITTEES &DIRECTORS:

Annual performance evaluation of Board, its committees (namely Audit, Nomination and Remuneration and Stakeholders Relationship Committees) and all the Directors individually has been done in accordance with the Performance Evaluation Framework adopted by the Nomination and Remuneration Committee of the Company.

The Performance Evaluation Framework sets out the performance parameters as well as the process for performance evaluation to be followed. Performance evaluation forms were circulated to all the Directors to record their evaluation of the Board, its Committees and Non-executive Directors of the Company.

The Board of Directors reviewed the performance of Independent Directors and Committees of the Board. Nomination and Remuneration Committee also reviewed performance of the Company and every Director.

12. REMUNERATION TO DIRECTORS:

The Company did not pay any remuneration, sitting fees for attending Board/Committee Meetings and commission to any of its Directors during the year under review.

13. REMUNERATION POLICY:

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

Major criteria defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company is available on the website of the Company: www.solidcarbide.in

14. MEETINGS OF BOARD AND COMMITTEES:

Board of Directors:

The Board of Directors met 4 (four) times during the financial year ended 31stMarch 2018 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

The dates on which the Board of Directors met during the financial year under review are as under:

29th May, 2017, 12th August, 2017, 14th November, 2017 and 30th January, 2018

Details of all Board Committees along with their composition and meetings held during the year under review are given in the Corporate Governance Report. The intervening gap between the Meetings was in accordance with the period prescribed under the Companies Act, 2013.

15. DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms:

i. in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;.