

Rapicut Carbides Limited

Regd. Office & Works :

119, GIDC Industrial Area,
Ankleshwar - 393 002, Gujarat (India)
Tel. : ++91 (2646) 251118, 221071
e-mail : info@rapicutcarbides.com
Web site : www.rapicutcarbides.com



An ISO 9001 CERTIFIED COMPANY

CIN : L28910GJ1977PLC002998

PAN No. AAACR8753N

**Listing/Corporate Relationship Dept./
Market Operations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Fax : 022-2272 3121/2272 1919**

Ref: RCL:KMS:BSE:AGM-NOTICE/19:

Date: 29-08-2019

Dear Sir,

**Sub: Notice of 42nd Annual General Meeting of the Company to be held on Saturday,
28th September, 2019.**

Scrip Code: 500360

As per disclosure under Regulation 34 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find attached Notice for 42nd Annual General Meeting to be held on Saturday, 28th September, 2019.

You are requested to take note of the same.

Thanking you,

Yours faithfully,
For RAPICUT CARBIDES LIMITED

Kamlesh Shinde

**Kamlesh Shinde
(Company Secretary)**



Encl: As above.

Eg-2019b

NOTICE

42nd Annual General Meeting

NOTICE is hereby given that 42nd Annual General Meeting of the Members of Rapicut Carbides Limited will be held on Saturday, September 28, 2019 at 12.00 noon at Hotel Sadanand, Rajpipla Road, Ankleshwar- 393 002, Gujarat, to transact the following ordinary business:

1. To receive, consider and adopt the Audited Financial Statements comprising the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date, the reports of the Board and Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Shri. Lalit Mohan Bijlani (DIN: 01382116) who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board

**Kamlesh M Shinde
(Company Secretary)**

Date : 10th August, 2019
Place : Mumbai

NOTES

1. **A Member entitled to attend and vote at the Annual General Meeting (hereinafter "the AGM") is entitled to appoint a proxy to attend and vote on his/her behalf and a proxy 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 ten (10) percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent 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.

The Instrument appointing the Proxy, in order to be effective must be submitted at the Company's Registered Office, duly completed and signed not later than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of Bodies Corporate, Societies, etc., must be supported by appropriate resolutions/authority, as applicable.

Blank Proxy form is enclosed.

2. Corporate Members intending to send their Authorized Representative to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing their Representative to attend and vote on their behalf at the AGM.
3. Members, Proxies and Authorized Representatives are requested to bring their copy of the Annual Report along with duly completed Attendance Slip enclosed herewith to attend the AGM.
4. The Annual Report duly circulated to the Members of the Company is available on the Company's Website at 'www.rapicutcarbides.com' and on the website of Central Depository Services (India) Ltd. at www.evotingindia.com. Shareholders can register their queries, if any, on e-mail id: investors@rapicutcarbides.com.
5. The Company has fixed Friday, September 20, 2019 as the 'Record Date' for determining entitlement of Members to Dividend for the financial year ended March 31, 2019.
6. If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such Dividend will be made on or after October 10, 2019 as under:
 - i) to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories ie NSDL & CDSL as of the close of business hours on Friday, September 20, 2019;
 - ii) to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, September 20, 2019.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, mandates, nominations, power of attorney, bank details to their DP's in case the shares are held in electronic form and in case of shares held in physical form to the Company's Registrar and Share Transfer Agents at below mentioned address:

Sharex Dynamic (India) Private Limited
C-101, 247 Park, L B S Marg,
Vikhroli West, Mumbai- 400083.
Tel : 022 28515606 / 5644 Fax : 022 28512885
Email ID : investor@sharexindia.com, support@sharexindia.com
Website : www.sharexindia.com
8. As per the provisions of Section 72 of the Companies Act, 2013 (hereinafter "the Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to the Company's Registrar and Share Transfer Agents. Nomination Form is attached at the end of the Annual Report.
9. Members seeking any information or clarification from the Annual Report, are requested to write to the Company at least one week before the AGM, so as to enable the Management to keep the information ready at the AGM.
10. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members may contact the Company or Company's Registrar and Transfer Agents for assistance in this regard.

Shareholders can register their complaints, if any, on an e-mail ID of the Company: investors@rapicutcarbides .com / or on the email id of the Registrar: investor@sharexindia.com

11. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. up to the day prior to the day of the meeting.
12. The Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial years 2011- 2012 to 2017-2018 on the website of the IEPF www.iepf.gov.in/ and under "Investor Section" on the website of the Company viz. www.rapicutcarbides.com.
13. In Compliance with Section 124 and 125 of the Act, the Company has transferred the unpaid and unclaimed dividends for the financial year ended March 31, 2011 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

In terms of Section 124 of the Act, all unpaid and unclaimed dividend for the financial year ended March 31, 2012 will be transferred to the Investor Education and Protection Fund set up by the Government u/s 125 of the Act on October 26, 2019 and thereafter no claim shall lie against the Company in respect of the said unpaid or unclaimed amount. Shareholders may approach IEPF Authority for claiming the dividend transferred to Investor Education and Protection Fund and follow the procedure as per Rule 7 of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred as "IEPF Rules") for claiming unpaid dividend. The Company has uploaded the information in respect of Unclaimed Dividends for the years 2011-2012 to 2017-2018 on the website of the Company.

14. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more are required to be transferred to IEPF Demat Account. The Company had sent notice to all the members whose Dividends are lying unpaid/ unclaimed against their name for seven consecutive years or more. Members are requested to claim the same. In case the dividends are not claimed, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

15. The Company's shares are listed on BSE Limited. The Company has paid the listing fees for the financial year 2019-20 to BSE Ltd. The Company has also paid custodial fees for the year 2019-20 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
16. Pursuant to Section 101 and Section 136 of the Act, read with relevant Rules made thereunder, Company has served Notice of AGM and Annual Report through physical mode. To support the 'Green Initiative', Members willing to avail various notices, communications and documents including Annual Reports in electronic mode are requested to write to the Company accordingly and register their e-mail ID's with the Company by intimating the same to the Registrar and Share Transfer Agents of the Company.
17. A route map showing directions to reach the venue of the 42nd Annual General Meeting is given at the end of the Annual Report as per the requirement of Secretarial Standard-2 on "General Meeting".
18. In compliance with the provisions of Section 108 of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members, the facility to exercise their right to vote at the 42nd Annual General Meeting by electronic means. The Instructions in this behalf are stated herein below:

Remote e-voting facility/Voting through electronic means:

- A) The Company has appointed Central Depository Services (India) Limited ("CDSL") to provide the remote e-voting facility. In case of any query pertaining to e-voting, please visit Help & FAQ's section of CDSL e-voting website: www.evotingindia.com.
- B) The Board of Directors has appointed Shri S. Samdani or in his absence Shri Suresh Kumar Kabra, Partners of M/s Samdani Shah and Kabra, Practicing Company Secretaries, Vadodara, as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- C) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e, September 21, 2019 may obtain the login ID and password by

sending a request at helpdesk.evoting@cdslindia.com or investors@rapicutcarbides.com. However, if a person is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote.

- D) 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.
- E) The facility for voting through ballot papers will be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
- F) The Scrutinizer will immediately after the conclusion of voting at the meeting, count the votes cast at the meeting, thereafter will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer will, not later than 48 hours of conclusion of the meeting, submit a consolidated scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.
- G) The results along with the Scrutinizer's Report will be placed on the website of the Company and on the website of Central Depository Services (India) Limited and will be communicated to BSE Limited.
- H) The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on Wednesday, September 25, 2019, 9.00 am and ends on Friday, September 27, 2019, 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" /Members tab to cast your votes.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> 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 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Ex. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company (Rapid Carbides Limited) on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobile. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download 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.
- (xix) **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.com and 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) 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-A

Details of the Director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are as under:

Name of the Director	Shri. Lalit Mohan Bijlani
Date of Birth	5th August, 1950
Date of first Appointment on the Board	30th March, 1984
Qualification	Arts Graduate
Experience in specific functional areas	Finance, Admin, Marketing, Legal, Management.
Directorships in other Public Companies	Nil
Chairman/ Member of the Committees of the Board of Directors of the Company	Member of Stakeholders Relationship Committee
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	Nil
No. of Shares held in the Company	Nil
Inter-se Relationship between Directors	NA
Director Identification Number	01382116.
