

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



Rapicut

An ISO 9001 CERTIFIED COMPANY

CIN : L28910GJ1977PLC002998

PAN No. AAACR8753N

To,
The Manager,
Department of Corporate Services,
BSE Limited
P. J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Date: 4th September, 2020.

Dear Sir/Madam,

Subject: Submission of Annual Report of the Company for the financial year ended 31st March, 2020.

Scrip Code: 500360.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Annual Report of the Company for the financial year ended 31st March, 2020.

We request you to kindly take the same on record.

Thanking you,

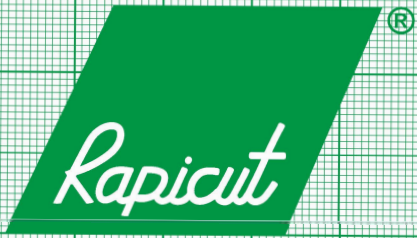
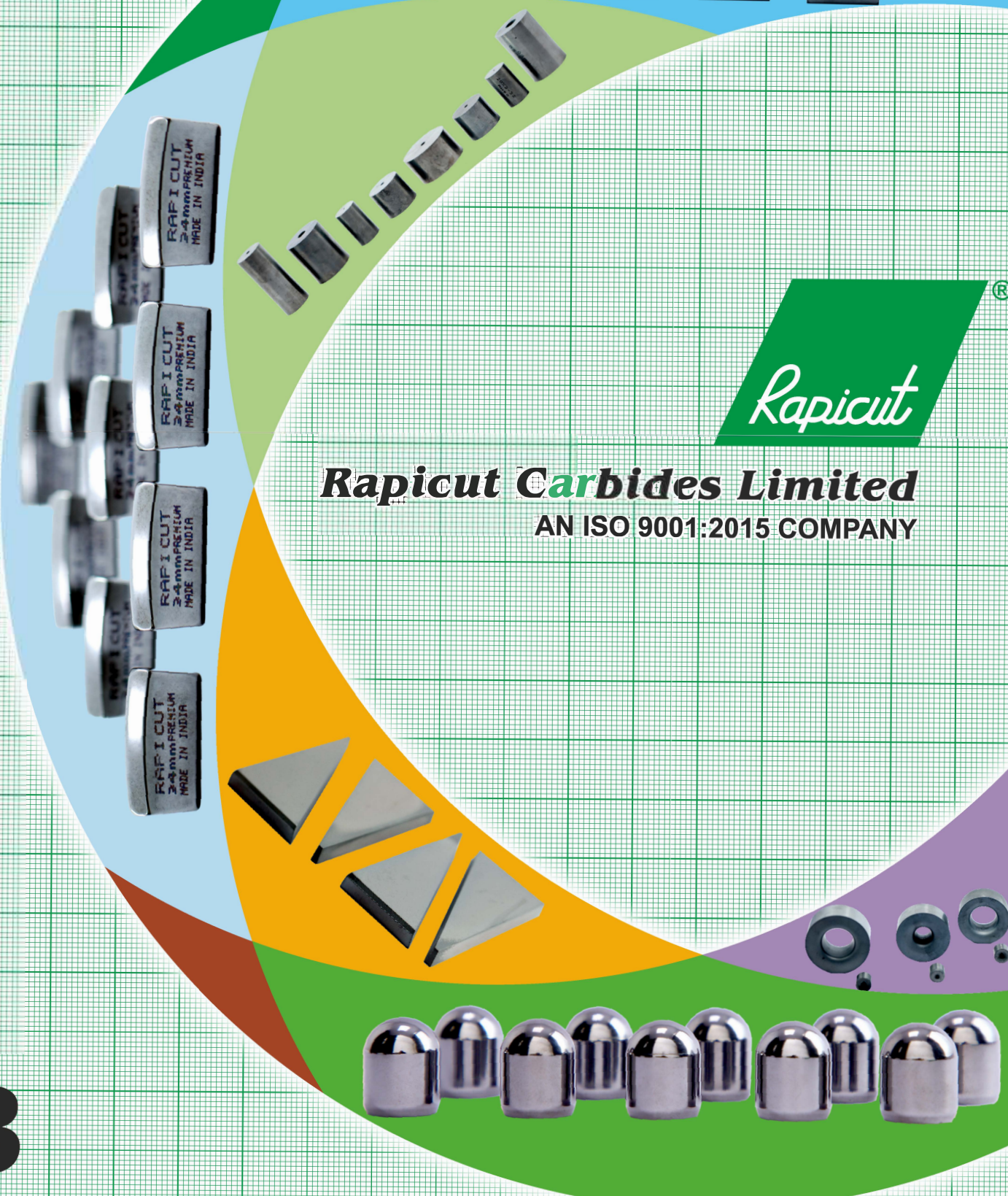
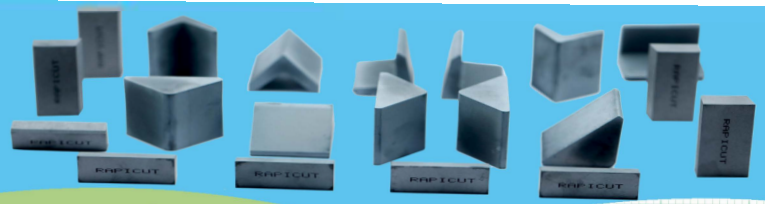
Yours faithfully,

For Rapicut Carbides Limited

A handwritten signature in blue ink, appearing to read 'Kamlesh Shinde'.

Kamlesh Shinde
Company Secretary





Rapicut Carbides Limited
AN ISO 9001:2015 COMPANY

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FORTY THIRD ANNUAL REPORT 2019-2020

CERTIFICATE

Management system as per
ISO 9001 : 2015

In accordance with TÜV NORD CERT procedures, it is hereby certified that

RAPICUT CARBIDES LIMITED
119, GIDC Industrial Estate,
Ankleshwar - 393 002, Gujarat,
India

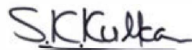


applies a management system in line with the above standard for the following scope

**Manufacture & Sale of Tungsten based Powders and Cemented
Tungsten Carbide Products for Mining and Engineering Applications**

Certificate Registration No.04 100 990693
Audit Report No.2.5-0062/1999

Valid from **05.08.2020**
Valid until **04.08.2023**
Initial certification **02.06.1999**



Certification Body
at TÜV NORD CERT GmbH

Mumbai, **12.07.2020**

This certification was conducted in accordance with the TÜV NORD CERT auditing and certification procedures and is subject to regular surveillance audits.

TÜV NORD CERT GmbH Langemarckstrasse 20 45141 Essen www.tuev-nord-cert.com

TUV India Pvt. Ltd., 801, Raheja Plaza – 1, L.B.S. Marg, Ghatkopar (W), Mumbai - 400 086, India www.tuv-nord.com/in



BOARD OF DIRECTORS

D. D. Kanitkar	Chairman, Independent Director
J. C. Bhatia	Managing Director (Resigned w.e.f. July 31, 2020)
A. V. Gami	Managing Director (Appointed w.e.f. July 01, 2020)
L. M. Bijlani	Non-Executive Director (Resigned w.e.f. July 01, 2020)
C. G. Cholera	Independent Director (Resigned w.e.f. July 01, 2020)
B. V. Dholakia	Independent Director (Retired w.e.f. February 07, 2020)
G. V. Parikh	Independent Director (Resigned w.e.f. July 01, 2020)
K. D. Sharma	Independent Director (Appointed w.e.f. July 01, 2020)
S. A. Gami	Non-Executive Director (Appointed w.e.f. July 01, 2020)

Management Team

B. D. Markad
Chief Operating Officer

A. R. Master
Chief Financial Officer

Kamlesh M. Shinde
Company Secretary & Compliance Officer

A. C. Gandhi
Sr. Manager (Production)

Sanjay Kumar
DGM (Sales & Marketing)

Consultant Team

R. V. Krishnan
Marketing Consultant

K. S. Dave
HR & Admin Consultant

Registrars & Share Transfer Agents
Link Intime 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 : linkintime.co.in

Bankers
State Bank of India

Auditors
Maloo Bhatt & Co.
Chartered Accountants
Vadodara.

Registered Office & Works :

119, GIDC Industrial Area,

Ankleshwar - 393 002.

Ph. : 02646 - 251118

Fax : 02646 - 251019

CIN : L28910GJ1977PLC002998

E-mail : info@rapicutcarbides.com

investors@rapicutcarbides.com

Web : www.rapicutcarbides.com

Area Sales Offices At :

Door No. 78/84, 1st Floor,

Block- "B", Anandham Enclave,

Dharga Road, Zamin Pallavaram,

Chennai - 600 043.

1/29-B, Prince Gulam

Mohammed Road,

Kolkata - 700 026.

201-Sonal Building, Plot No.113,

RSC-11, Sector No. 1, Charkop,

Near King George School,

Kandivali (West),

Mumbai - 400 067.

7, Shivaji Housing Society,

Pune - 411 016.

Sales Representative

Bangalore

43RD ANNUAL REPORT

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NOTICE

43rd Annual General Meeting

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of Rapicut Carbides Limited will be held on Monday, September 28, 2020 at 12.00 noon through two-way Video Conferencing (VC) facility or other audio visual means (OAVM), to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.

Special Business

2. Re-appointment of Shri. Dhananjay Kanitkar (DIN: 03523774) as an Independent Director for the second term of two consecutive years, in terms of Section 149 of the Companies Act, 2013:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations, 2015’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee, Shri. Dhananjay Kanitkar (DIN: 03523774), who was appointed as an Independent Director of the Company for a term of Five consecutive Years up to February 06, 2020 by members through Postal Ballot, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for two consecutive years commencing from February 07, 2020 up to February 06, 2022.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and severally authorized to do all acts, deeds and things necessary and expedient to give effect to this resolution.”

3. Appointment of Shri. Abhishek Vipinchandra Gami (DIN: 07570948) as Director of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Abhishek Vipinchandra Gami (DIN: 07570948), who was appointed as an Additional Director by the Board of Directors, with effect from July 01, 2020 and who holds office up to the date of this Annual General Meeting, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of Director and whose appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things necessary or expedient to give effect to this resolution.”

4. Appointment of Shri. Abhishek Vipinchandra Gami (DIN: 07570948) as a Managing Director of the Company:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to appoint Shri. Abhishek Vipinchandra Gami (DIN: 07570948), as a Managing Director of the Company for a period of 5 years commencing from July 01, 2020 to June 30, 2025, liable to retire by rotation, upon the terms and conditions as set out in the explanatory statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year with liberty to the Board of Directors to alter and vary the terms and conditions, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified in the Act, Schedule V of the Act and as may be mutually agreed between the Company and Shri. Abhishek Gami.

“RESOLVED FURTHER THAT Shri. Abhishek Vipinchandra Gami will be paid remuneration of Rs. 42,00,000/- (Rupees Forty-Two Lakh) per annum (Cost to Company) for a period of 3 years effective from July 01, 2020.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby jointly and severally authorised to do all such acts, deeds and things necessary or expedient to give effect to this resolution.”

5. Appointment of Smt. Shruti Abhishek Gami (DIN: 08764442) as Director of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Shruti Abhishek Gami (DIN: 08764442), who was appointed as an Additional Director by the Board of Directors, with effect from July 01, 2020, who holds office up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing her candidature for the office of Director and whose appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things necessary or expedient to give effect to this resolution.”

6. Appointment of Shri. Kishore Dindayal Sharma (DIN: 08763613) as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions, if any of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘S EBI Listing Regulations, 2015’), Shri. Kishore Dindayal Sharma (DIN: 08763613), who was appointed as an Additional Director (Independent) by the Board of Directors, with effect from July 01, 2020 and who holds office up to the date of this Annual General Meeting and has submitted a declaration confirming that he meets the criteria of independence as specified in the Act and SEBI Listing Regulations, 2015 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of Director and whose appointment has been recommended by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of two consecutive years, from July 01, 2020 till June 30, 2022.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds and things necessary or expedient to give effect to this resolution.”

Notes:

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 05, 2020 read with General Circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Monday, September 28, 2020 at 12.00 noon (IST). The deemed venue for the 43rd AGM will be 119, GIDC Industrial Area, Ankleshwar- 393002, Gujarat, India.
2. Since this AGM is being held through VC / OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
3. Corporate Members intending to appoint their authorised representatives pursuant to Sections 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Company by e-mail at investors@rapicutcarbides.com with a copy marked to evoting@sharexindia.com.
4. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under item no. 2 to 6 of the Notice is annexed hereto. The relevant details, pursuant to the provisions of the Companies Act, 2013, Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of a Director seeking appointment/re-appointment at this AGM are also annexed to this Notice.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include big Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The Members will be able to view the proceedings by logging into the Central Depository Services India Ltd ('CDSL') e-Voting website at www.evotingindia.com.
7. In line with the MCA General Circular dated May 05, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 43rd AGM has been uploaded on the website of the Company at www.rapicutcarbides.com under 'Investor Relations' section and may also be accessed on the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. Members are requested to take note of change in name of Company's Registrar and Transfer Agents (RTA) from M/s Sharex Dynamic India Pvt Ltd (hereinafter referred as Sharex) to M/s Link Intime India Pvt Ltd (hereinafter referred as Link Intime) as Sharex is merged with Link Intime. Sharex has now ceased to exist as a separate entity and hereafter post merger is known as "Link Intime". The existing team of Sharex is merged with Link Intime, hence the point of contact will remain same.

The change in name and details of Registrar and Transfer Agents is mentioned below:

Link Intime India Pvt Ltd
Address: C-101, 247 Park,
LBS Marg, Vikhroli West,
Mumbai- 400 083.
Phone No: 022 28515606, 28515644
Website: www.linkintime.co.in
Email: support@sharexindia.com

9. As per Regulation 40 of the SEBI Listing Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 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 dematerialised form. Members can contact the Company's Registrar and Transfer Agent, M/s Link Intime India Private Limited at support@sharexindia.com for assistance in this regard.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at support@sharexindia.com in case the shares are held in physical form, quoting their folio number. Further, Members may note that Securities and Exchange Board of India ('SEBI') has mandated the submission of PAN by every participant in the securities market.
11. As per the provisions of Section 72 of 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. Nomination Form is attached at the end of the Annual Report. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. The said forms can be downloaded from the Registrar and Transfer Agent's website at linkintime.co.in under 'Downloads' section. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at support@sharexindia.com in case the shares are held in physical form, quoting their folio number.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
13. The Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial years 2012-2013 to 2018-2019 under "Investor Section" on the website of the Company viz. www.rapicutcarbides.com.
14. In terms of Section 124 of the Act, all unpaid and unclaimed dividend for the financial year ended March 31, 2013 will be transferred to the Investor Education and Protection Fund set up by the Government u/s 125 of the Act within 30 days from the due date of October 12, 2020 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.

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 through Registered Post 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. 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) Regulations, 2015, the Company is pleased to provide members, the facility to exercise their right to vote at the 43rd Annual General Meeting by electronic means. The Instructions in this behalf are stated herein below:

CDSL e-voting System- For Remote e-voting and e-voting during AGM:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.rapicutcarbides.com/finance.htm. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

The instructions for shareholders for remote e-voting are as under.

- a) The voting period begins on Friday, September 25, 2020 at 9.00 am and ends on Sunday, September 27, 2020 at 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 Monday, September 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) The shareholders should log on to the e-voting website www.evotingindia.com.
- d) Click on "Shareholders" module.

- e) Now enter your User ID:
 - i) For CDSL: 16 digits beneficiary ID,
 - ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- f) Next enter the Image Verification as displayed and Click on Login.
- g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- h) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / communicated by mail indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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 member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- k) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the Rapicut Carbides Limited on which you choose to vote.
- m) On the voting page, you will see "RESOLUTIONDESCRIPTION" 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.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- o) 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.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r) If a 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.
- s) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id** i.e. on investors@rapicutcarbides.com / support@sharexidia.com.
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id** i.e. on investors@rapicutcarbides.com / support@sharexidia.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of the Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@rapicutcarbides.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@rapicutcarbides.com. These queries will be replied to by the company suitably by email.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e Voting on the day of the AGM is same as the instructions mentioned above for Remote voting.
2. Only those members , who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User will 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.
4. 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.
5. 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.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. , together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;cssamdani@gmail.com and investors@rapicutcarbides.com , if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM and e-Voting from the e Voting System, 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 or contact on 022- 23058738, 022-23058543, 022-23058542.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board

Date: August 25, 2020
Place: Ankleshwar

Kamlesh M Shinde
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No: 2**

Shri. Dhananjay D Kanitkar (DIN: 03523774) was appointed as an Independent Director of the Company for a term of five years pursuant to the provisions of Section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreements entered into with the stock exchange.

Shri. Dhananjay Kanitkar, aged 74, holds Bachelor's Degree in Engineering (Mechanical), Diploma in Business Management and Certification in Production Planning, Industrial Engineering and Quality Assurance. He has spent most of his career in Tungsten Carbide industry and have worked in Senior Management level as Chief of Operations for 15 years. He has worked in various capacities in Sandvik Asia Pvt Ltd. He has worked in Rapicut Carbides Limited as General Manager and Senior Vice President (Operations) during 1990 to 2004. After retirement from Rapicut Carbides Limited in 2004 he has been working as Freelancer consultant for setting up manufacturing activities.

He has extensive experience of over 30 years in leadership position mainly involving Production, Quality Assurance, Marketing, Administration and Business Management.

In the opinion of the Board, Shri. Kanitkar fulfils the conditions for appointment of Independent Director as specified in the Act and the 'SEBI Listing Regulations, 2015' and is independent of the management.

The Board of Directors at its meeting held on February 04, 2020, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Shri. Kanitkar will be in the best interests of the Company and it is desirable to re-appoint Shri. Kanitkar as an Independent Director of the Company, not liable to retire by rotation, for of two consecutive years w.e.f. February 07, 2020.

The details of Shri. Kanitkar as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof except Shri. Dhananjay Kanitkar, has any concern or interest, financial or otherwise, in the resolution mentioned at Item No. 2 of the Notice.

The Board of Directors recommends the resolution at Item No.2 of this Notice for the approval of the members.

Item No: 3 and 4

Shri. Abhishek V Gami (DIN: 07570948) was appointed as an Additional Director of the Company by the Board with effect from July 01, 2020. In terms of Section 161(1) of the Companies Act, 2013, Shri. Abhishek V Gami hold's office as a Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director.

Shri Abhishek Gami, aged 32, holds the Bachelor's Degree in Science (Chemistry), Gold Medalist and Master's in Science (Organic). He is having expertise in the field of processing of Tungsten and its base Raw Material. He has vast experience in Production, Marketing, Quality Assurance and Administration. The Board of Directors has also appointed Shri. Abhishek Gami as the Managing Director of the Company for a period of 5 years with effect from July 01, 2020, subject to the approval of the shareholders. On the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on June 30, 2020 approved the terms and conditions of Shri. Abhishek Gami's appointment, subject to the approval of the shareholders.

The main terms and conditions relating to the appointment of Shri. Abhishek Gami as the Managing Director is as under :

Employment Term: From July 01, 2020 to June 30, 2025, liable to retire by rotation, at a remuneration for three years effective from July 01, 2020 as under:

Remuneration:

Basic Salary up to Rs 38.09 Lakh per annum, Basic Salary includes Special Allowances and contribution to Provident Fund, Superannuation Fund and Gratuity.

Perquisites and Allowances up to Rs 3.91 Lakh per annum as mentioned below:

- a) Housing: Company leased Housing Accommodation or House Rent Allowance as per the Rules of the Company.
- b) Leave Travel Allowance for self and family as per the Rules of the Company.
- c) Medical Reimbursement, Medical Insurance and Personal Accident Insurance as per the Rules of the Company.
- d) Other Perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

Other Facilities:

- a) Conveyance as per the Rules of the Company.
- b) Free Telephone Facility at the residence as per the Rules of the Company.
- c) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per the Rules of the Company.
- d) Leave as per the Rules of the Company.
- e) Use of Car: Use of chauffeur driven Company car for official purpose.
- f) Reimbursement of Expenses: Reimbursement of expenses incurred during the official business of the Company in accordance with the rules of the Company.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act read with Schedule V to the Act.

Commission:

Shri. Abhishek Gami will also be paid Commission, in addition to Salary, perquisites, allowances calculated with reference to net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each Financial Year not exceeding 1% of the net profits of the Company for the respective financial year, subject to overall ceilings stipulated in Section 197 of the Act.

Other Terms and Conditions

- i. The Managing Director shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- ii. The terms and conditions of his appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, subject to overall limits stipulated under Section 197 of the Act and Schedule V of the Act, or any amendments made hereinafter in this regard in such manner as may be mutually agreed between the Board and him and subject to such approvals as may be required.
- iii. The appointment may be terminated by either party by giving to the other party three month's notice of such termination or the Company paying three month's remuneration in lieu thereof.
- iv. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
 - a. If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
 - b. In the event of any serious repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations contained in the agreement to be executed between the Company and him; or
 - c. In the event the Board expresses its loss of confidence in him.
- v. Upon the termination by whatever means of the Managing Director's employment:
 - a. He shall immediately cease to hold offices held by him without claim for compensation for loss of office.
 - b. He shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.

- vi. If and when the agreement expires or is terminated for any reason whatsoever, Shri. Abhishek Gami will cease to be the Managing Director and also cease to be a Director. If at any time he ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the agreement shall forthwith terminate. If at any time, he ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.
- vii. The terms and conditions of appointment of Managing Director also include clauses pertaining to adherence to the Rapicut Code of Conduct, non competition, no conflict of interest with the Company and maintenance of confidentiality.

Shri. Abhishek Gami is interested in the Resolutions mentioned at Item Nos. 3 & 4 of the Notice. Other than Shri. Abhishek Gami and his wife Smt Shruti Gami, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 3 and 4 of the Notice.

In compliance with the provisions of Sections 149, 152, 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the appointment and terms of remuneration of Shri. Abhishek Gami as Director and Managing Director as set out above.

The Board of Directors recommends the resolution at Item No. 3 and 4 of this Notice for the approval of the members.

Item No. 5

Smt. Shruti Abhishek Gami (DIN: 08764442) was appointed as an Additional Director in the capacity of Non Executive Director of the Company, liable to retire by rotation by the Board at its meeting held on June 30, 2020 with effect from July 01, 2020 upon the recommendation of Nomination and Remuneration Committee. In terms of Section 161(1) of the Act, Smt. Shruti Abhishek Gami holds office as a Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director.

Smt. Shruti Gami, aged 30, holds Master's Degree in Commerce and Diploma in Computer Application. She is having experience in handling Accounts, Administration and IT related activities.

Smt Shruti Gami is interested in the Resolutions mentioned at Item No. 5 of the Notice. Other than Smt. Shruti Gami and her husband Shri. Abhishek Gami, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 5 of the Notice.

In compliance with the applicable provisions of the Act, the approval of the Members is sought for the appointment of Smt. Shruti Abhishek Gami as Non-Executive Director as set out above.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for the approval of the members.

Item No. 6

Shri. Kishore Dindayal Sharma (DIN: 08763613) was appointed as an Additional Director in the capacity of Independent Director of the Company, not liable to retire by rotation by the Board at its meeting held on June 30, 2020 with effect from July 01, 2020. In terms of Section 161(1) of the Act, Shri. Kishore Sharma holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director.

Shri. Kishore Sharma, aged 42, is a Commerce Graduate. He has vast experience in the field of Corporate Relations. He has previously worked with Neelkamal Group of Companies and Aditya Birla Fashion and Retail Ltd in responsible management positions. He has also worked with Confederation of Indian Industry (CII) as Head of South Gujarat Zone.

In terms of Section 149 and other applicable provisions of the Act and SEBI Listing Regulations, 2015, Shri. Kishore Sharma is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and Listing Regulations.

In the opinion of the Board, Shri. Kishore Sharma fulfills the conditions specified in the Act and the Rules made there under and SEBI Listing Regulations, 2015 for appointment as Independent Director and he is independent of the management and recommends his appointment for a term of 2 consecutive years effective from July 01, 2020 till June 30, 2022.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the approval of the Members is sought for the appointment of Shri. Kishore Sharma as Independent Director.

The Board of Directors recommends the resolution at Item No. 6 of this Notice for the approval of the members.

None of the Directors other than Shri. Kishore Sharma, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution at Item No. 6 of the Notice.

Annexure-A

Details of the Director seeking appointment/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. Dhananjay D Kanitkar	Shri. Abhishek V Gami	Smt. Shruti A Gami	Shri. Kishore D Sharma
Age	74 years	32 years	30 years	42 years
Date of first Appointment on the Board	June 15, 2011	July 01, 2020	July 01, 2020	July 01, 2020
Qualification	BE Mechanical, Diploma in Business Management, Certification in Production Planning, Industrial Engineering and Quality Assurance.	B.SC Chemistry (Gold Medalist), M.SC (Organic).	M.Com, Diploma in Computer Application.	B.Com
Experience in specific functional areas	Extensive experience of over 30 years in leadership position mainly involving Production, Quality Assurance, Marketing, Administration, Business Management.	Expertise in processing of Tungsten and its base Raw Material. Extensive experience in Production, Marketing, Quality Assurance and Administration.	Experience in handling Accounts, Administration and IT related activities.	Expertise in Liaisoning PR, Business Development, Devising and Managing Events.
Directorships in other Public Companies	Nil	Nil	Nil	Nil
Chairman/ Member of the Committees of the Board of Directors of the Company	Chairman of Audit Committee, Nomination and Remuneration Committee, Member of CSR Committee.	Chairman of CSR Committee and Stakeholder's Relationship Committee and Member of Audit Committee.	Member of Nomination and Remuneration Committee and Stakeholder's Relationship Committee.	Member of Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee and CSR Committee.
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	Nil	Nil	Nil	Nil
No. of Shares held in the Company	750 Shares.	1586986 Shares	148640 Shares	100 Shares
Inter-se Relationship between Directors	NA	Husband of Smt. Shruti Gami.	Wife of Shri. Abhishek Gami.	NA
Director Identification Number	03523774	07570948	08764442	08763613
No. of Meetings of the Board attended during the FY 2019-20	5	-	-	-

BOARDS REPORT

Dear Members,

Your Directors have pleasure in presenting their 43rd Annual Report together with the Audited Statements of Accounts for the year ended March 31, 2020. The Company operates only in one business segment viz., Tungsten and Tungsten Carbide Products.

Operations and State of Affairs of the Company:

Particulars	(Rs. in Lakhs)	
	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from Operations	3360	4628
Profit before Depreciation and Tax (Including Deferred Tax)	42	458
Profit after Depreciation and Tax	(9)	284
Reassessment of Losses (Profit) on defined employee benefit plans and fair value of loan	(1)	18
Total Comprehensive income for the year	(10)	266
Add:		
Profit brought forward from previous year	1328	1219
Profit available for appropriation	1318	1485
Appropriations		
Dividend and Dividend Tax	97	117
Transfer to General Reserve	-	40
Profit carried to Balance Sheet	1221	1328

DIVIDEND

The Board of Directors of your Company, after considering relevant circumstances and losses for the FY 2019-20, has decided that it would be prudent, not to recommend any Dividend for the year under review.

TRANSFER TO RESERVES

Due to losses in the FY 2019-20, no amount has been transferred to Reserves.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in this Annual Report. Certain Statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

MATERIAL CHANGES IN NATURE OF BUSINESS

There have been no material changes and commitments affecting the financial position of the Company since the closure of the financial year i.e. since March 31, 2020. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

The Company does not have any Subsidiary, Joint venture or Associate Company.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public during the year under review and therefore no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

SHARE CAPITAL

There is no change in the paid up equity share capital during the year under review. The paid up equity share capital of the Company as on March 31, 2020 is Rs 5,37,12,450/-.

DIRECTORS

Pursuant to Share Purchase Agreement dated August 19, 2019, the select group of Promoter Directors namely Shri. Chetan Cholera and Shri. Lalit Bijlani, honouring their commitment resigned from the office of the Promoter Directors effective after the conclusion of Board Meeting held on June 30, 2020 i.e. from July 01, 2020. Shri. Jagdish Bhatia, Promoter and Managing Director also resigned from the office of Director and Managing Director thereby honoring his commitment pursuant to Share Purchase Agreement as mentioned above effective from July 31, 2020.

Shri. Bhumitra Dholakia's 1st term as an Independent Director ended on February 06, 2020, as he had not opted for re-appointment citing his preoccupation and retired from the office of Independent Director effective from February 07, 2020.

Smt. Gayatri Parikh, Independent Director of the Company resigned from the office of Independent Director effective from July 01, 2020 citing her other work related pressure. There was no other material reasons for her resignation other than those mentioned in her resignation letter.

Shri. Dhananjay Kanitkar was appointed as a Chairman of the Company effective from March 15, 2020.

KEY MANAGERIAL PERSONNEL

Shri. Kamlesh Shinde, Company Secretary of the Company resigned during the year effective from May 28, 2019 and was reappointed as Company Secretary effective from August 10, 2019.

The other Key Managerial Personnel are Shri. Balaram Markad, Chief Operating Officer and Shri. Ashwin Master, Chief Financial Officer of the Company.

MEETING OF THE BOARD

Seven (7) Board Meetings were held during the financial year ended March 31, 2020 on the following dates:

- 1) May 09, 2019. 2) May 25, 2019. 3) August 10, 2019. 4) September 28, 2019. 5) November 14, 2019. 6) February 04, 2020.
- 7) February 14, 2020.

INDEPENDENT DIRECTORS

The Company has received declarations / confirmations from all the Independent Directors of the Company as required under Section 149 (7) of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 25 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board and of the Committees of the Board, by way of individual and collective feedback from Directors.

The following were the Evaluation Criteria:

- a) For Independent Directors:
 - Knowledge and Skills
 - Professional Conduct
 - Duties, Role and Functions
 - Fulfilment of the Independence Criteria and their independence from the management;
- b) For Executive Director
 - Performance as Team Leader/Member
 - Evaluating Business Opportunity and analysis of Risk Reward Scenarios
 - Set Key Goals and Achievements
 - Professional Conduct and Integrity
 - Sharing of Information with the Board.

The Directors expressed their satisfaction with the evaluation process.

AUDIT COMMITTEE

This Committee comprises of the following Directors viz. Shri. Dhananay Kanitkar-Independent Director (Chairman of the Committee), Shri. Jagdish Bhatia-Managing Director and Smt. Gayatri Parikh-Independent Director. Shri. Bhumitra Dholakia ceased to be a Chairman of the Committee with effect from February 07, 2020. Smt Gayatri Parikh was appointed as a Member of the Committee with effect from February 07, 2020.

As on the date of this Report the Committee comprises of the following Directors viz. Shri. Dhananjay Kanitkar- Independent Director (Chairman of the Committee), Shri. Kishore Sharma- Independent Director and Shri. Abhishek Gami- Managing Directors as members.

The Committee inter alia reviews the Internal Control System, Reports of Internal Auditors, Key Audit Matters presented by the Statutory Auditors and Compliance of various regulations. The Committee also reviews the financial statements before they are placed to the Board.

VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism or Whistle Blower Policy for directors, employees and other stakeholders to report genuine concerns has been established. The same is uploaded on the website of the Company and the web-link as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is: www.rapicutcarbides.com/finance.htm.

INTERNAL CONTROL SYSTEMS THEIR ADEQUACY AND COMPLIANCE

The Company's internal control procedures which includes internal financial controls, ensure compliance with various policies, practices and statutes keeping in view the organisation's size and nature of the business. The internal auditor carries out extensive audits throughout the year.

Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and the timely preparation of reliable financial disclosure.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not falling under the criteria mentioned in Section 135 (1) of the Companies Act, 2013. Therefore, the Company is not required to develop or implement any Corporate Social Responsibility initiatives.

POLICY ON NOMINATION AND REMUNERATION

In compliance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down a Nomination and Remuneration Policy which has been uploaded on the Company's website. The web link as required under the Companies Act, 2013 is: www.rapicutcarbides.com/finance.htm.

The salient features of the NRC Policy are as under:

- 1) Setting out the objectives of the Policy.
- 2) Definitions for the purposes of the Policy.
- 3) Policy for appointment, retirement and removal of Director, KMP and Senior Management Personnel.
- 4) Policy relating to the Remuneration for the Whole Time Directors, KMP, Senior Management Personnel.

DIVIDEND DISTRIBUTION POLICY

Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 pertaining to Dividend Distribution Policy is not applicable to your Company since it does not fall under the top 500 listed entities based on Market Capitalization calculated as on March 31, 2020. Therefore, the Company is not required to formulate Dividend Distribution Policy.

RELATED PARTY TRANSACTIONS

Related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. There are no materially significant related party transactions entered by the Company which may have potential conflict with the interest of the Company. There are no material related party transactions which are not in ordinary course of business or which are not on an arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014. The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under Listing Regulation is: www.rapicutcarbides.com/finance.htm.

CORPORATE GOVERNANCE

The Report on Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. The requisite certificate from M/s. Samdani Shah & Kabra, Practising Company Secretaries confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Schedule V is attached to the Report on Corporate Governance.

LISTING OF SECURITIES

The equity shares of the Company is listed on the BSE Limited (BSE) with security ID of 500360.

The Company confirms that the annual listing fees to the stock exchange for the financial year 2020-21 have been paid.

LOANS, GUARANTEES OR INVESTMENTS

Your Company has not granted any loans, furnished guarantees and made investments during the financial year ended March 31, 2020 as envisaged under Section 186 of the Companies Act, 2013.

AUDITORS

a) Statutory Auditors

In compliance with the Companies (Audit and Auditors) Rules, 2014, M/s. Maloo Bhatt & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company by the members at the 40th Annual General Meeting held on September 23, 2017 to hold office for their second term of 4 (four) years i.e. till the conclusion of Annual General Meeting ('AGM') for the financial year 2020-21. The Auditor's Report for the financial year 2019-20 does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

b) Secretarial Auditors

The Board of Directors of the Company appointed M/s. Samdani Shah & Kabra, Practising Company Secretaries, to conduct Secretarial Audit for the financial year 2019-20.

The Secretarial Audit Report of M/s. Samdani Shah & Kabra, Practising Company Secretaries for the financial year 2019-20 forms part of the Annual Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

During the year under review, the Company has complied with the applicable provisions of the Secretarial Standards.

c) Internal Auditors

The Board of Directors appointed Shri. Rishab Mankad of M/s. PRM & Co., Chartered Accountants as Internal Auditors of the Company for the financial year 2019-20.

d) Cost Auditors

The provisions of the Cost Audit are not applicable to the Company and hence the Company is not required to appoint Cost Auditor. However, cost records as specified under Section 148 (1) read with Companies (Cost Records and Audit) Rules, 2014 are made and maintained by the Company.

RISK MANAGEMENT

The provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Risk Management Committee is not applicable to the Company. However, the Company has the risk assessment and mitigation procedures in place and the Board has been kept informed of such assessment.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return required under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, forms part of the Annual Report and has been uploaded on the Company's website. The web-link as required under the Companies Act, 2013 is: www.rapicutcarbides.com/finance.htm.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is as under:

A. CONSERVATION OF ENERGY

a. Energy Conservation measures taken:

- Weekly off for Office and Factory premises on the same day.
- Close monitoring of consumption of electricity, diesel and water.
- Optimum use of Energy by Switching off Machines, Lights, Fans, Air Conditioners and Exhaust Systems whenever not required.
- Creating awareness among Workmen to conserve energy.

b. Impact of measures:

Due to measures taken as described above, the overall power and fuel oil consumption at factory and office had decreased.

c. Details of total energy consumption:

Sr No.	Particulars	2019-2020	2018-2019
1	Total Electricity Consumption in unit (kwh)	1723747	2183923
2	Expenditure on Electricity per annum (Rs in Lakhs)	137.58	164.79
3	Rate of Electricity per unit (In. Rs)	8.14	7.57

B. TECHNOLOGY ABSORPTION

The Company has not imported, innovated or adapted any technology during the fy 2019-20.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Foreign exchange earnings and outgo is as under:

Sr No.	Particulars	2019-2020	2018-2019
1.	Foreign Exchange earnings	0.82	17.82
2.	Foreign Exchange expenditure	690.76	1011.24

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is as under:

Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Name of Directors	Ratio to Employees
Shri. Jagdish Bhatia – Managing Director	1:6.8599
Shri. Bhumitra Dholakia – Independent Director	1:0.0730
Shri. Dhananjay Kanitkar – Independent Director	1:0.0626
Shri. Lalit Bijlani – Non Executive Director	1:0.0313
Shri. Chetan Cholera – Non Executive Director	1:0.0522
Smt. Gayatri Parikh – Independent Director	1:0.0522

Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	% Increase/(Decrease)
Shri. Jagdish Bhatia – Managing Director	0.1713
Shri. Balaram Markad – Chief Operating Officer	(4.85)
Shri. Ashwin Master – Chief Financial Officer	(4.60)
Shri. Kamlesh Shinde – Company Secretary	(7.76)

Percentage increase in the median remuneration of employees in the financial year 36.8078%

Number of permanent employees on the rolls of company 71

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

4.97%
(Non Managerial Personnel)

(3.12%)
(Managerial Personnel)

We affirm that the remuneration paid to the Managerial and Non Managerial Personnel is as per the Nomination and Remuneration policy of the Company.

Details of Unclaimed Suspense Account

Disclosure pertaining to Unclaimed Suspense Account as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is as under:

Particulars	No. of Shareholders	No. of Shares
Aggregate outstanding shares lying in the suspense account as on April 1, 2019	333	89119
Number of shareholders/legal heirs who approached to the issuer/Registrar for transfer of shares from suspense account during the Financial Year 2019-20	-	-
Number of shareholders/legal heirs to whom shares were transferred from suspense account during the Financial Year 2019-20	-	-
Aggregate outstanding shares lying in the suspense account as on March 31, 2020	333	89119

The voting rights on the equity shares which are transferred to Unclaimed Suspense Account are frozen till the rightful owner of such equity shares claims the shares.

OTHER DISCLOSURES:

1. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
2. In the opinion of the Board, the Independent Director re-appointed during the year is a person of integrity and possess expertise and relevant experience.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. No fraud has been reported by the Auditors to the Audit Committee or the Board.
5. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress complaints received regarding sexual harassment.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of the provisions of Companies Act, 2013, the Directors state that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have selected such accounting policies as listed in Note 1, 2 and 29 to the financial statements and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year as on March 31, 2020 and of the profit of the Company for that period;
- c) the directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere appreciation for the support and assistance extended by the Company's Suppliers, Bankers and Business Associates. Your Directors are thankful to the employees and the esteemed Shareholders for their continued support and the confidence reposed in the Company and its Management.

For and on Behalf of the Board

Date: August 25, 2020
Place: Ankleshwar

D. D. Kanitkar
Chairman

Abhishek Gami
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

TUNGSTEN CARBIDE INDUSTRY STRUCTURE, PERFORMANCE, DEVELOPMENT, OVERVIEW AND OUTLOOK

As mentioned in the previous (2018-19) outlook perspective, year 2019-20 seemed to hold promise of generating improved margins. We were largely guided by appreciable softening of principal raw material prices after first quarter of 2019-20 in arriving at this assessment. However, continued slowdown in overall business environment with no signs of recovery in the near term coupled with the onset of pandemic and lockdown clamped towards the close of the year resulted in unavoidable operating losses.

OUTLOOK

Continuing impact of pandemic has made deep inroads in several aspects of generating and servicing orders and this makes it nearly impossible to risk any forecast of how the year 2019-20 will pan out. Alive to the prevailing disturbed scenario, management has put its best foot forward, in pushing relentless efforts towards improving order-book. It has also initiated cost cutting measures by taking result oriented austerity measures in many areas.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONS

The product-wise performance of the Company is mentioned below:-

Sr. No.	Particulars of Products Manufactured.	12 months ended 31/3/2020	12 months ended 31/3/2019
1.	Metal Cutting	225014 Nos.	250793 Nos.
2.	Mining	796145 Nos.	1041623 Nos.
3.	Wear Parts	39408 Nos.	71404 Nos.
4.	Intermediates	26867 Kgs.	38304 Kgs.
5.	TC Tool Room Products	24971 Nos.	54478 Nos.

All products had to face setback in business volumes in varying percentages for the reasons mentioned above.

OPPORTUNITIES

Marketing team is not letting any opportunity at ensuring customer enquiries fructify into firm order slip out of their hands as best as feasible. They effuse growing confidence to this end.

RISKS AND CONCERNS

The Company evaluates and monitors all risks associated with various areas of operations such as production, sales, inventory management, debtor's management with a view to counter the adverse impact of the risk factors, to the extent feasible. However, the element of risks and concerns remains as under: -

- Price Volatility in key raw materials;
- Uncertainty in sustained stability of Rupee Dollar equation;
- Natural Calamities, accidents, pandemic etc.

SAFETY, HEALTH AND ENVIRONMENT (SHE) MANAGEMENT

Your Company continues to adopt best safety practices which have helped avoiding serious accidents. Regular safety inspection of plant and machinery is carried out to prevent accidents.

HUMAN RESOURCES / INDUSTRIAL RELATIONS

Our people related policies span the entire spectrum of hiring the right talent as best as possible, up-skilling them and motivating them. This enables them in putting their best foot forward for fulfilling set targets. We do our best to provide our people healthy work environment that encourages sharing of knowledge, concerns and where the cross-pollination of ideas can always bloom. This reflects in their day to day performance at the ground level.

The details of employees are as under:

Number of Employees at the beginning of the year	97
Number of Employees recruited during the year	01
Number of Employees resigned during the year	03
Number of Employees retired/expired during the year	03
Number of Employees at the end of the year	92

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS DURING THE FINANCIAL YEAR 2019-2020

The key financial ratios during FY 2019-20 vis a vis FY 2018-19 are as below:

Sr No.	Key Financial Ratios	FY 2019-20	FY 2018-19
1	Debtors Turnover Ratio	4.27	5.88
2	Inventory Turnover Ratio	1.43	1.768
3	Interest Coverage Ratio	(0.187)	17.17
4	Current Ratio	3.84	3.51
5	Debt Equity Ratio	1:0.067	1:0.401
6	Operating Profit Margin %	(0.20%)	8.56%
7	Net Profit Margin %	(0.25%)	6.14%
8	Return on Net worth %	(0.35%)	11.12%

Explanation on significant changes in the above ratios:-

- 1) Debtors Turnover Ratio: There is significant change in the said ratio due to low sales figures.
- 2) Interest Coverage Ratio: There is significant change in the ratio due to loss in the financial year 2019-20 and on account of Term Loan availed from the Bankers, though not significant amount for acquiring identified capital equipment's.
- 3) Debt Equity Ratio: There is significant change in the ratio due to term loan availed from the Bank in the financial year under review.
- 4) Operating Profit Margin %: There is significant change in the ratio due to loss in the financial year under review.
- 5) Net Profit Margin %: There is significant change in the ratio due to loss in the financial year under review .
- 6) Return on Net worth %: There is significant change in the ratio due to loss in the financial year under review.

CAUTIONARY STATEMENT

Statements made in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations are "forward looking" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

The Management is confident that your Company with its Quality products and Brand Equity and enduring relations with its customers and commitment of its staff, will overcome the disturbing impact of prevailing pandemic and work towards achieving growth in time to come.

CORPORATE GOVERNANCE REPORT (Annexure to the Board's Report)

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and management of the Company is an important part of corporate governance. The Company has always been committed to the principles of good corporate governance. Rapicut endeavors to make its management team empowered to take the Company forward within the framework of effective accountability, which in turn enables the conversion of opportunities into achievements for the betterment of the Company and its stakeholders. The Board has also institutionalized good management practices to bring about an atmosphere of accountability. Systems are being put into place to ensure effective strategic planning, optimum risk management, financial plans and budgets, integrity of internal controls and reporting, communication policy with emphasis on transparency and full disclosure on the various facts of the Company's operations, its functioning and its financial and compliance with all statutory/regulatory requirements not only in the letter of the law but also in its spirit.

BOARD OF DIRECTORS

1. Composition of Board

The Board of Directors consist of 1 Promoter Executive Director, 2 Promoter Non-Executive Directors and 2 Independent Non-Executive Directors. The Chairman of the Board is a Non-Executive Independent Director. As on March 31, 2020 and on the date of this report, the Board meets the requirement of having at least one woman Director and not less than 50% of the Board strength comprising of Non- Executive Directors as 2 out of 4 Directors are Non-Executive Independent Directors.

Name of the Director	Category	No. of Board Meetings held & attended during the Financial Year	Attendance at the last AGM	No. of Equity shares held in the Company as on March 31, 2020
Shri. Jagdish Bhatia	Promoter Executive	7 out of 7	Yes	Nil
Shri. Chetan Cholera	Non Executive Non Independent	5 out of 7	Yes	Nil
Shri. Lalit Bijlani	Non Executive Non Independent	3 out of 7	No	Nil
Shri. Dhananjay Kanitkar	Non Executive Independent	5 out of 7	Yes	750
Shri. Bhumitra Dholakia*	Non Executive Independent	6 out of 7	Yes	625 (Joint Holder in Shares)
Smt. Gayatri Parikh	Non Executive Independent	4 out of 7	No	11283

* Shri. Bhumitra Dholakia had not opted for 2nd term as Non Executive Independent Director due to his pre-occupation. He retired from the office of Non-Executive Independent Director on February 07, 2020.

2. Number of other Board of Directors or Committees in which a Director is a Director / Member / Chairperson

Name of the Director	Category	Directorships#	Total Number of Directorships, Committee Chairmanships and Memberships of Public Limited Companies*, as on March 31, 2020.		Directorships in other Listed entities along with the category of Directorship
			Committee Chairmanships\$	Committee Memberships\$	
Shri. Jagdish Bhatia^	Promoter Managing Director	1	Nil	2	Nil
Shri. Chetan Cholera^	Non Executive Non Independent	1	1	1	Nil
Shri. Lalit Bijlani^	Non Executive Non Independent	1	0	0	Nil
Shri. Dhananjay Kanitkar	Non Executive Independent	1	1	1	Nil
Shri. Bhumitra Dholakia*	Non Executive Independent	2	2	2	1
Smt. Gayatri Parikh	Non Executive Independent	1	0	1	Nil

* Excludes private limited companies, foreign companies and companies registered under section 8 of the Act and includes Nationalised Bank.

Includes Additional Directorship and Directorship in your Company.

\$ Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

^ Pursuant to Share Purchase Agreement between the Promoter Directors, namely Shri. J C Bhatia, Shri. Chetan Cholera and the Acquirer Shri. Abhishek Gami dated August 19, 2019, The Promoter Directors namely Shri. Chetan Cholera and Shri. Lalit M Bijlani have resigned from the office of Non Executive Promoter Director with effect from conclusion of Board Meeting held on June 30, 2020 and Shri. J C Bhatia from the office of Managing Director and Director with effect from July 31, 2020

The names and categories of new Directors who joined the Board on July 01, 2020, their DIN, number of Directorships, Committee positions held by them in the companies and the list of other Listed Entities where he/she is a Director along with the category of their Directorships as of July 01, 2020 are given below:

Name of Director	Category	Directorships#	Total Number of Directorships, Committee Chairmanships and Memberships of Public Limited Companies*, as on July 01, 2020.		Directorships in other Listed entities along with the category of Directorship
			Committee Chairmanships\$	Committee Memberships\$	
Shri. Abhishek V Gami	Promoter Managing Director	1	1	2	Nil

Name of Director	Category	Total Number of Directorships, Committee Chairmanships and Memberships of Public Limited Companies*, as on 31st March, 2020.			Directorships in other Listed entities alongwith the category of Directorship
		Directorships#	Committee Chairmanships\$	Committee Memberships\$	
Smt. Shruti Gami	Promoter Non Executive	1	0	1	Nil
Shri. Kishore Sharma	Non Executive Independent	1	0	2	Nil

* Excludes private limited companies, foreign companies and companies registered under section 8 of the Act and includes Nationalised Bank.

Includes Additional Directorship and Directorship in your Company.

\$ Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) includes Chairmanship(s).

Pursuant to the provisions of Section 165(1) the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the Directors holds Directorships in more than 20 companies (Public or Private), 10 Public Companies, Membership of Board Committees (Audit & Stakeholders Relationship Committees) in excess of 10 and Chairmanship of Board Committee in excess of 5. None of the Directors serve as Independent Director in more than 7 listed companies. None of the Director who serves as Whole Time Director in any listed company serves as Independent Director in more than 3 listed Companies.

Number of Board Meetings held and the dates of the Board Meetings

During the year April 01, 2019 to March 31, 2020, Seven Board Meetings were held on the following dates:

- 1) May 09, 2019. 2) May 25, 2019. 3) August 10, 2019. 4) September 28, 2019. 5) November 14, 2019. 6) February 04, 2020.
- 7) February 14, 2020.

Disclosure of relationships between Directors inter-se

None of the Directors are related to each other and also not related to newly appointed Directors In newly appointed Directors on July 01, 2020, Shri. Abhishek Gami, Managing Director of the Company is husband of Smt. Shruti A Gami, Non Executive Promoter Director.

Web link where details of familiarization program to Independent Director:

The details of familiarization program to Independent Directors is available on : www.rapicutcarbides.com/finance.htm.

Matrix setting out the Skills/Expertise/Competence of the Board of Directors

The Board has identified certain Skills/Competence as required to be possessed by the Board of Directors to ensure effective functioning of the business of the Company. The mapping of these skills/expertise/competence among the Directors is as given below:

Skills/Expertise/Competence	Name of Directors
Commercial	Shri. J. C. Bhatia, Shri. D. D. Kanitkar
Finance	Shri. Chetan Cholera, Shri. J. C. Bhatia, Shri. Abhishek Gami, Shri. L. M. Bijlani.
Sales and Marketing	Shri. J C Bhatia, Shri. Abhishek Gami, Shri. Kishore Sharma.
Technology	Shri. Abhishek Gami, Shri D. D. Kanitkar
Domain Industry	Shri. D. D. Kanitkar, Shri. J. C. Bhatia, Shri. Abhishek Gami.
General Management	Shri J. C. Bhatia , Smt Shruti Gami, Shri. Abhishek Gami, Shri D. D. Kanitkar, Shri. Kishore Sharma.
Legal, including laws related to Corporate Governance	Shri. J. C. Bhatia.

Confirmation on the independence of the Independent Directors

The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are Independent of the Management.

Resignation of Independent Director(s)

During the year under review, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure(s). Shri. Bhumitra Dholakia had not opted for 2nd tenure citing his preoccupation and he retired from the office of Independent Director on February 07, 2020. Smt. Gayatri Parikh resigned on July 01, 2020 with immediate effect before the expiry of her tenure citing pressure of other work commitments, there was no other material reason other than mentioned in the resignation letter.

Audit Committee

Composition, Name of Chairman and Members & Terms of Reference

This Committee comprises of the following Directors viz. Shri. Bhumitra Dholakia-Independent Director (Chairman of the Committee), Shri. Jagdish Bhatia-Managing Director and Shri. Dhananjay Kanitkar- Independent Director as members. Shri. Bhumitra Dholakia ceased to be a Chairman of the Committee with effect from February 07, 2020. Shri. Dhananjay Kanitkar-Independent Director was appointed as Chairman of the Committee with effect from February 07, 2020 and Smt. Gayatri Parikh-Independent Director was appointed as a Member of the Committee with effect from February 07, 2020.

As on the date of this Report, the Committee comprises of the following Directors viz. Shri. Dhananjay Kanitkar- Independent Director (Chairman of the Committee), Shri. Kishore Sharma- Independent Director and Shri. Abhishek Gami- Managing Directors as members.

All the Members of the Committee possess strong accounting and financial management knowledge. The Company Secretary is the Secretary to the Committee.

The terms of reference of this Committee are in line with the regulatory requirements mandated by the Act and Part C of Schedule II of the Listing Regulations. Besides having access to all the required information from within the Company, the Committee can obtain external professional advice whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company. It is authorised to review and monitor the Auditor's independence and performance, scope and effectiveness of audit process, oversight of the Company's financial reporting process and the disclosure of its financial information, review with the management the quarterly and annual financial statements and auditor's report before submission to the Board for approval, select and establish accounting policies, review Reports of the Statutory and the Internal Auditors and meet with them to discuss their findings, suggestions and other related matters, approve (wherever necessary) transactions of the Company with related parties including subsequent modifications thereof, scrutinise inter-corporate loans and investments, review the risk assessment and minimisation procedures, evaluate internal financial controls and risk management systems and review compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") at least once in a financial year.

Meetings and attendance during the year

There were Four (4) meetings of the Audit Committee held during the year under review on 1) May 25, 2019, 2) August 10, 2019, 3) November 14, 2019 and 4) February 14, 2020.

The attendance of each member of the Audit Committee is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Shri. Jagdish Bhatia	4	4
Shri. Dhananjay Kanitkar	4	4
Shri. Bhumitra Dholakia	4	3
Smt. Gayatri Parikh *	4	1

*Smt Gayatri Parikh was appointed as member of Audit Committee effective from February 07, 2020.

Nomination and Remuneration Committee

Composition, Name of Chairman and Members & Terms of Reference

The Committee comprises of the following Directors viz. Shri. Bhumitra Dholakia-Independent Director (Chairman of the Committee), Shri. Dhananjay Kanitkar-Independent Director and Shri. Chetan Cholera- Non Executive Director as members. Shri. Bhumitra Dholakia ceased to be a Chairman of the Committee with effect from February 07, 2020. Shri. Dhananjay Kanitkar- Independent Director was appointed as Chairman of the Committee effective from February 07, 2020 and Smt.

Gayatri Parikh- Independent Director was appointed as a Member of the Committee with effect from February 07, 2020. Shri. Shri. Jagdish C Bhatia is an invitee to the Committee meetings.

As on the date of this Report the Committee comprises of the following Directors viz. Shri. Dhananjay Kanitkar- Independent Director (Chairman of the Committee), Shri. Kishore Sharma- Independent Director and Smt Shruti Gami- Non Executive Director as members.

The terms of reference of this Committee are aligned with the Listing Regulations and the Act. The Committee has been vested with the authority to, inter alia, recommend nominations for Board Membership, develop and recommend policies with respect to composition of the Board commensurate with the size, nature of the business and operations of the Company, establish criteria for selection to the Board with respect to the competencies, qualifications, experience, track record, integrity, establish Director retirement policies and appropriate succession plans and determine overall compensation policies of the Company.

The scope of the Committee also includes review of market practices and deciding on remuneration packages applicable to the Managing Director, Whole time Director and other Members of Senior Management as may be decided from time to time (including the Chief Operating Officer, Chief Financial Officer and Company Secretary). In addition to the above, the Committee's role includes identifying persons who are qualified to become Director and who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every Director's performance.

The Committee has also formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a Policy relating to the remuneration for the Directors and Key Managerial Personnel.

Meetings and attendance during the year

There were Three (3) meetings of the Nomination and Remuneration Committee held during the year under review on 1) August 10, 2019, 2) November 14, 2019 and 3) February 04, 2020.

The attendance of each member of the Nomination and Remuneration Committees given below:

Name of the Director	No. of meetings held	No. of meetings attended
Shri. Bhumitra Dholakia	3	3
Shri. Dhananjay Kanitkar	3	2
Smt. Chetan Cholera	3	1

Performance Evaluation Criteria for Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Independent Directors individually.

The following were the Evaluation Criteria:

- Knowledge and Skills
- Professional Conduct
- Duties, Role and Functions
- Fulfilment of the Independence Criteria and their independence from the management;

The Directors expressed their satisfaction with the evaluation process.

Details of Remuneration paid to Directors

Executive Director

The details of all elements of remuneration package i.e. salary, perquisites, contribution of Provident Fund, Superannuation, Gratuity paid to the Executive Director for the financial year 2019-20 are given below:

(In Rs)

Sr No	Particulars	Name of Director	
		Shri. Jagdish Bhatia	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		18,81,250
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		7,23,693
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		-
	- as % of profit		-
5	Others, please specify		
	Contribution to Provident Fund		2,25,750
	Contribution to Gratuity		1,74,932
	Contribution to Superannuation		2,82,188
	Total		32,87,813

Notes:

- a) The Executive Director and the Company are entitled to terminate the service contracts by giving not less than one months' notice in writing to the other party. There is no provision for payment of severance fees. The Company does not have any Stock Options Scheme.

Non Executive Directors

Non-Executive Directors are paid Rs 5,000/- as sitting fees for attending Board Meetings and no sitting fees are paid for attending Committee Meetings. The details of payment made to Non-Executive Directors during the financial year 2019 20 are as under:

Name of the Director	(In. Rs)		
	Sitting Fees	Commission	Total
Shri. Chetan Cholera	25000	-	25000
Shri. Lalit Bijlani	15000	-	15000
Shri. Dhananjay Kanitkar*	30000	-	30000
Shri. Bhumitra Dholakia*	35000	-	35000
Smt. Gayatri Parikh*	25000	-	25000

*Includes sitting fees paid for Independent Directors Committee meeting in connection with Open Offer.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee comprises of 3 Directors with Shri. Chetan Cholera-Non Executive Director (Chairman of the Committee), Shri.Jagdish Bhatia -Managing Director and Smt. Gayatri Parikh-Independent Director as members. The terms of reference of the Committee cover the matters specified for Stakeholders' Relationship Committee under the SEBI (Listing Obligations and Disclosure Requirements) Obligations, 2015 and Companies Act, 2013.

Smt. Gayatri Parikh ceased to be a member of the Committee on July 01, 2020.

As on the date of this Report the Committee comprises of the following Directors viz. Shri. Abhishek Gami- Managing Director (Chairman of the Committee), Shri. Kishore Sharma- Independent Director and Smt Shruti Gami- Non Executive Director as members.

Shri. Chetan Cholera was present at the last Annual General Meeting held on September 28, 2019.

Shri. Kamlesh M Shinde, Company Secretary is the Compliance Officer of the Company.

Details of No. of Shareholders' complaints received: 3

No. not solved to the satisfaction of shareholders: Nil

No. of pending complaints: Nil

General Body Meetings

The details of the location and time where the last three Annual General Meetings (AGMs) were held are as under:

Financial Year	Location	Date	Time	No. of Special Resolution/s passed
2018-19	Hotel Sadanand, Rajpipla Road, Ankleshwar-393002.	September 28, 2019	12.00 p.m.	Nil
2017-18	Hotel Sadanand, Rajpipla Road, Ankleshwar-393002.	September 22, 2018	12.00 p.m.	2
2016_17	Hotel Sadanand, Rajpipla Road, Ankleshwar_393002.	September 23, 2017	12.00 p.m.	Nil

No Special Resolution is passed through postal ballot during the Year ended on March 31, 2020. Further no Special Resolution is proposed to be conducted through postal ballot.

Means of Communication

Quarterly Results	The results will be published in the newspaper having wide coverage
Which newspaper wherein Results normally published	Business Standard (English)-Ahmedabad and Mumbai edition, Loksatta Jansatta (Gujarati) - Vadodara edition.
Any Website, where displayed	www.rapicutcarbides.com/finance.htm
Whether it also displays official news release	No.
Presentation made to institutional investors or analyst	No.

General Shareholder Information:

a) Annual General Meeting: Date, Time and Venue	Monday, September 28, 2020 at 12.00 noon. IST. The meeting will be held through Video Conferencing/Other Audio Video Means pursuant to the MCA Circular dated May 05, 2020. As the AGM will be virtual meeting, no need to have venue of the AGM.
b) Financial year	2019-20.
c) Listing on Stock Exchange	BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. The Company confirms that the annual listing fees to the stock exchanges for the F.Y. 2020-21 have been paid.
d) Stock Code	500360.
e) Market price data – high, low during each month in last financial year	Please see Annexure A.
f) Share Performance of the Company in comparison to BSE Sensex	Please see Annexure B.
g) In case the securities are suspended from trading, the directors report shall explain the reason thereof	Not applicable.
h) Registrar and Share Transfer Agents	Link Intime India Pvt Ltd C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400 083. Telephone No: 022 28515606/5644 Email: support@sharexindia.com, web:linkintime.co.in
i) Share Transfer System	SEBI has vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 mandated that, effective from April 01, 2019, no shares can be transferred in Physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Shareholders holding shares in physical form are advised to avail the facility of dematerialization.
j) Distribution of Shareholding/Shareholding Pattern as on March 31, 2020	Please see Annexure C
k) Dematerialisation of Shares and Liquidity	As on March 31, 2020, 49,74,749 shares (92.62%) are held in dematerialised form by the shareholders.
l) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable.
m) Commodity price risk or foreign exchange risk and hedging activities	Procurement of high value raw material has since been moved substantially from imports to indigenous sourcing. However on occasions when imports are effected, management is guided by the trend in forex market and decide on resorting to hedging cover on case to case basis.
n) Plant Locations	119, GIDC Industrial Area, Ankleshwar- 393 002.
o) Address for Correspondence / Investor Correspondence	1. Company Secretary and Compliance Officer Rapicut Carbides Limited 119, GIDC Industrial Area, Ankleshwar- 393 002. Tel: +91 2646 251118/221071. Email id: investors@rapicutcarbides.com. 2. Link Intime India Pvt Ltd C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400 083. Telephone No: 022 28515606/5644 Email: support@sharexindia.com Website: linkintime.co.in

p) Credit Ratings		The Credit Rating details are given hereunder:				
Date	Rating Agency	Instrument		Rs in Crores	Rating and Outlook	Remarks
21/08/2019	CARE Ratings	Long Term Banking Facilities	Term	4.70	CARE BBB/CARE A3+	Ratings placed on Credit watch with developing Implications
		Short Term Banking Facilities	Term	3.75	CARE A3+	Ratings placed on Credit watch with developing Implications
30/10/2019	CARE Ratings	Long Term Banking Facilities	Term	1.35	CARE BBB	Placed on credit watch with developing implications
		Long Term Banking Facilities	Term	4.70	CARE BBB/CARE A3+	Continues to be on credit watch with developing implications
		Short Term Banking Facilities	Term	3.75	CARE A3+	Continues to be on credit watch with developing implications
20/02/2020	CARE Ratings	Long Term Bank Facilities		1.35	CARE BBB-	Revised from CARE BBB [Under credit watch with developing implications]
		Long Term/Short-Term Bank Facilities		4.70	CARE BBB-/CARE A3	Revised from CARE BBB/CARE A3+ [Under credit watch with developing implications]
		Short Term Bank Facilities		3.75	CARE A3	Revised from CARE A3+ [Under credit watch with developing implications].

Other Disclosures

A. Related Party Transaction:

There were no materially significant related party transactions that may have potential conflict with the interests of the Company at large. The policy on dealing with Related Party Transactions is available on our website: www.rapicutcarbides.com/finance.htm.

B. Compliance:

There was no non compliance by the Company and no penalties or strictures are imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

C. Whistle Blower Policy:

Company has established whistle blower policy. It is hereby affirmed that no personnel has been denied access to the Audit Committee.

D. Details of Compliance with mandatory requirements and adoption of non-mandatory requirements:**Mandatory requirements:**

The Company complies with all the mandatory requirements of the Listing Regulations with regard to Corporate Governance.

Non-Mandatory requirements:

- a) Office for non-executive Chairman at Company's expense: Chairman's Office is not maintained at Company's expense.
- b) Half-yearly declaration of financial performance to each household of shareholders: Half-Yearly financial results were not sent to the members.
- c) Modified opinion(s) in Audit Report: Not applicable as there is no modified opinion in Audit Report.
- d) Separate posts of Chairperson and Chief Executive Officer: Complied.
- e) Reporting of Internal Auditors directly to Audit Committee: Complied.

E. Policy for determining 'material' subsidiaries':

The Company does not have any Subsidiary Company.

F. Disclosure of commodity price risks and commodity hedging activities:

Procurement of high value raw material has since been moved substantially from imports to indigenous sourcing. However on occasions when imports are effected, management is guided by the trend in forex market and decide on resorting to hedging cover on case to case basis.

G. Disclosure of the compliance with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015:

The Company has complied with the requirements specified in Regulation 17 to 27 and Regulation 46(2) (b) to (i) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

H. Independent Directors' Meeting:

The Independent Directors met on February 14, 2020 to carry out the evaluation for the financial year 2019-20 and inter alia, discussed the following:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Managing Director, taking into account the views of the Executive and Non Executive Directors;
- Evaluation of quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors were present at the aforesaid meetings.

I. Certificate from Practising Company Secretaries:

The Company has received a certificate from M/s. Samdani Shah & Kabra, Practising Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of company by the Securities and Exchange Board of India/Ministry of Corporate Affairs/Reserve Bank of India or any such statutory authority.

J. Fees to the Statutory Auditors of the Company:

The total fees for all services paid by the Company to the Statutory Auditors of the Company is mentioned at Note No. 29 of Notes to standalone financial statements. The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

K. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year, no complaint was received by the Company.

L. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable

M. Instances of not accepting any recommendation of the Committee by the Board:

There was no such instance where Board had not accepted any recommendation of any committee of the Board whether mandatorily required or not, in the relevant financial year.

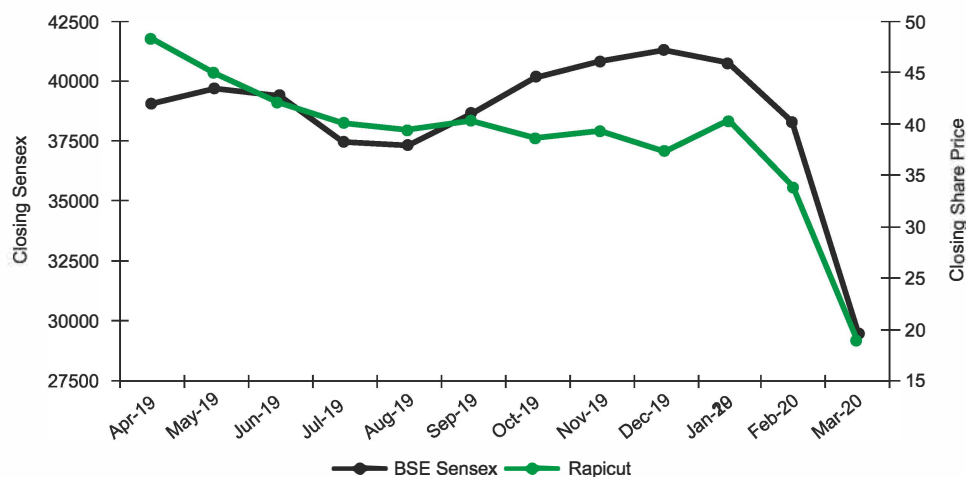
Annexure A

Market price data of the Company's shares traded on BSE Limited (BSE) during the financial year 2019-20:

Month-Year	BSE	
	High Price	Low Price
April - 2019	51.50	46.00
May - 2019	48.25	43.55
June - 2019	47.85	38.00
July - 2019	45.00	37.50
August - 2019	42.70	35.00
September - 2019	45.00	39.65
October - 2019	42.20	38.00
November - 2019	42.05	36.00
December - 2019	39.85	36.00
January - 2020	47.75	37.00
February - 2020	40.40	30.50
March - 2020	34.65	16.05

Annexure B

Share Performance of the Company in comparison to BSE Sensex:



Annexure C

The distribution of shareholdings as on March 31, 2020 is as under:

Number of Shares	Number of Shareholders	% of total Shareholders	Number of Shares	% of total Shares
Up To 100	1248	28.79	71584	1.33
101 to 200	786	18.13	123520	2.30
201 to 500	1285	29.64	452460	8.42
501 to 1000	491	11.33	398999	7.43
1001 to 5000	431	9.94	923299	17.19
5001 to 10000	57	1.31	402945	7.50
10001 to 100000	32	0.74	935435	17.42
100001 and above	5	0.12	2063003	38.41
Total	4335	100.00	5371245	100.00

Shareholding pattern as on March 31, 2020

Please refer point no. IV (i) - Category-wise Shareholding of Extract of Annual Return in Form No. MGT-9.

For and on behalf of the Board

Place: Ankleshwar

Date : August 25, 2020

D. D. Kanitkar Abhishek Gami
Chairman Managing Director

Secretarial Audit Report

For the Financial Year ended March 31, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

The Members,

Rapicut Carbides Limited

119, G.I.D.C., Industrial Area,
Ankleshwar - 393 002,
Gujarat, India.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rapicut Carbides Limited** ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2020 (the Period under review), complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the Period under review, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

We report that, there were no actions / events in pursuance of the following regulations requiring compliance thereof by the Company during the period under review: -

- a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- c. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

We have also examined compliance with the applicable clauses / regulations of the following: -

- i. All applicable and approved Secretarial Standards as issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that;

- A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;
- B. Adequate notice is given to all the Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting;
- C. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded;
- D. There are adequate systems and processes in the Company commensurate with the size and Operations of the Company to monitor and ensure compliance with all the applicable laws, rules, regulations and guidelines;
- E. During the period under review, there were no specific instances / actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having major bearing on the Company's affairs. However, a mandatory offer, was made by Mr. Abhishek Vipinchandra Gami (Acquirer) and Mrs. Shruti Abhishek Gami (PAC) to all the Public Shareholders, in compliance with Regulations 3 (1) & (4) and other applicable provisions of the SEBI (SAST) Regulations, 2011, pursuant to the Share Purchase Agreement dated August 19, 2019 entered into by and amongst the Sellers, (Mr. Jagdish Chetandas Bhatia, Mrs. Dayawanti Jagdish Bhatia, Mr. Chandrashekhar Jagdish Bhatia, Mr. Shashidhar Jagdish Bhatia, Mr. Girish Jagdish Bhatia, Mr. Chetan Gopaldas Cholera and Pragya Equities Pvt Ltd), who are part of Promoter and Promoter Group of the Target Company, the Acquirer and PAC for acquisition of 14,91,451 fully paid up Equity Shares having face value of INR 10 (Indian Rupees Ten only) each ("Sale Shares") constituting 27.77% of the Voting Share Capital of the Target Company at a price of INR 42/- (Indian Rupees Forty Two only) per fully paid up Equity Share ("Negotiated Price") aggregating to INR 6,26,40,942/- (Indian Rupees Six Crore Twenty Six Lakh Forty Thousand Nine Hundred and Forty Two only) ("Purchase Consideration") payable in cash.

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No. 3677

CP No. 2863

UDIN: F003677B000610415

Place: Vadodara,

Date: August 25, 2020.

This Report is to be read with our letter of even date which is annexed as Appendix A and forms an integral part of this report.

Appendix A

The Members,
Rapicut Carbides Limited,
119, G.I.D.C., Industrial Area,
Ankleshwar - 393 002,
Gujarat, India.

Our Secretarial Audit Report of even date is to be read along with this letter, that:

- i. Maintenance of secretarial records and compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management of the Company. Our examination was limited to the verification and audit of procedures and records on test basis. Our responsibility is to express an opinion on these secretarial records and compliances based on such verification and audit.
- ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- iii. We have conducted the Secretarial Audit (some part), for the period under review, through Virtual verification of Documents, Records, etc., as made available to us by the Company, due to the Covid19 pandemic situation.
- iv. Wherever required, we have obtained the management representation about the compliance of laws, Rules and Regulations, happening of events etc.
- v. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

S. Samdani
Partner
Samdani Shah & Kabra
Company Secretaries
FCS No. 3677
CP No. 2863

UDIN: F003677B000610415

Place: Vadodara,
Date: August 25, 2020.

Corporate Governance Compliance Certificate

For the Financial Year ended March 31, 2020

[Pursuant to Schedule V – Part E of

SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

The Members,

Rapicut Carbides Limited

We have examined the compliance of the conditions of Corporate Governance by Rapicut Carbides Limited (the Company) for the year ended March 31, 2020, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The compliance of the conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of governance. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that in respect of investor grievances received during the year ended March 31, 2020, no investor grievance is pending against the Company, as per the records maintained by the Company and presented to the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No. 3677; CP No. 2863

UDIN: F003677B000610371

Place: Vadodara

Date: August 25, 2020

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C Clause 10 (i)
of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Members,
Rapicut Carbides Limited

We have examined the relevant Registers, Books, Records, Forms, Returns, Declarations, Disclosures etc. of the Rapicut Carbides Limited (the Company), having CIN: L28910GJ1977PLC002998 and Registered Office situated at 119, GIDC, Industrial Area, Ankleshwar- 393002, Gujarat, India, as produced before us by the Company for the purpose of issuing Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10 (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers and representatives, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of Appointment / Reappointment
1.	Mr. Bhumitra Vinodchandra Dholakia*	01871816	15-06-2011
2.	Mr. Chetan Gopaldas Cholera	00131143	28-04-2009
3.	Mr. Dhananjay Digambar Kanitkar	03523774	15-06-2011
4.	Ms. Gayatri Vinay Parikh	00045529	07-02-2015
5.	Mr. Jagdish Chetandas Bhatia	00250737	05-04-1977
6.	Mr. Lalit Mohan Bijlani	01382116	30-03-1984

* Mr. Bhumitra Vinodchandra Dholakia retired w.e.f. 07-02-2020.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

S. Samdani

Partner

Samdani Shah & Kabra

Company Secretaries

FCS No. 3677 CP No. 2863

UDIN: F003677B000610448

Place: Vadodara,

Date: August 25, 2020

**FORM NO MGT – 9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

I)	CIN	L28910GJ1977PLC002998
II)	Registration Date	April 05, 1977
III)	Name of the Company	Rapicut Carbides Limited
IV)	Category Sub-Category of the Company	Public Limited Company Company having Share Capital
V)	Address of the Registered Office and Contact Details	119, GIDC Industrial Area, Ankleshwar- 393002 Tel No: 02646 251118, 221071 Website: www.rapicutcarbides.com Email Id: investors@rapicutcarbides.com.
VI)	Whether listed Company	Yes
VII)	Name, Address and Contact Details of Registrar and Transfer Agent, if any:	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West Mumbai - 400 083 Phone No.: +91-22-28515606, 28515644 Fax No.: +91-22-28512885 E-mail: support@sharexindia.com Website: linkintime.co.in

Note: Name of Registrar and Transfer Agent (RTA) is changed from M/s Sharex Dynamic India Pvt Ltd to Link Intime India Pvt Ltd.

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are as given below :

Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
Tungsten and Tungsten Carbide Products	24209	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary and Associate Company.

IV. SHAREHOLDING PATTERN (Equity Share Capital break up as percentage of Total Equity)
i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual	764743	-	764743	14.23	1735626	-	1735626	32.30	18.07
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	956172	-	956172	17.80	-	-	-	-	(17.80)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (NRI)	51242	-	51242	0.95	-	-	-	-	(0.95)
Sub-Total (A)(1)	1772157	-	1772157	32.99	1735626	-	1735626	32.31	(0.68)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	1000	375	1375	0.02	1000	375	1375	0.02	-
c) Central Govt	-	-	-	-	97223	0	97223	1.81	1.81
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify) HUF	167705	1500	169205	3.15	188628	1500	190128	3.54	0.39
Sub-total (B)(1):-	168705	1875	170580	3.17	286851	1875	288726	5.37	2.20
2. Non-Institutions									
a) Bodies Corp									
i) Indian	166046	2700	168746	3.14	128281	2700	130981	2.44	(0.7)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1780950	399140	2180090	40.58	1719605	373197	2092802	38.96	(1.62)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	865702	56437	922139	17.16	1033395	29250	1062645	19.78	2.62
c) Others (specify) IEPF A/c	95064	-	95064	1.77	-	-	-	-	(1.77)
Non Resident Indians	34057	187	34244	0.63	42338	187	42525	0.79	0.16
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	28225	-	28225	0.52	17940	0	17940	0.33	(0.19)
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies-D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	2970044	458464	3428508	63.83	2941559	405334	3346893	62.31	(1.52)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3138749	460339	3599088	67.00	3228410	407209	3635619	67.68	0.68
C. Shares held by Custodian for GDRs and ADRs									
Grand Total (A+B+C)	4910906	460339	5371245	100.00%	4964036	407209	5371245	100.00%	-

ii) Shareholding of Promoters and entities of Promoter Group:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Pragya Equities Pvt Ltd	956172	17.80	-	-	-	-	(17.80)
2	Chetan Cholera	100	0.002	-	-	-	-	(0.002)
3	Kanayalal Narumalani#	40500	0.75	-	40500	0.75	-	-
4	Khushal Narumalani#	14937	0.28	-	14937	0.28	-	-
5	Dayawanti Bhatia	300585	5.60	-	-	-	-	(5.60)
6	Meera Pendsay#	225269	4.19	-	225269	4.19	-	-
7	Jagdish Bhatia	69010	1.29	-	-	-	-	(1.29)
8	Chandrashekar Bhatia#	57687	1.07	-	57687	1.07	-	-
9	Shashidhar Bhatia	56655	1.06	-	-	-	-	(1.06)
10	Girish Bhatia	51242	0.95	-	-	-	-	(0.95)
11	Shruti Gami	-	-	-	148640	2.77	-	2.77
12	Abhishek Gami	-	-	-	1586986	29.55	-	29.55

Note: Pursuant to Share Purchase Agreement entered in to between specific group of promoters hereafter collectively referred as "Sellers" namely viz Jagdish C Bhatia, Chetan G Cholera and buyer, Abhishek Gami and Shruti Gami collectively referred to as "Buyers", dated August 2019, as a result all the "Sellers" and persons connected with them and forming part of Promoter Group have ceased to exist as Promoter Group of the Company and the above said "Buyers" are now Promoters of the Company.

Shri. Kanayalal Narumalani, Shri. Khushal Narumalani, Smt. Meera Pendsay and Shri. Chandrashekar Bhatia are reclassified from promoter group shareholders to general category shareholders effective from March 31, 2020.

iii) Change in Promoter's Shareholding:

Sr No.	Name of the Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Pragya Equities Pvt Ltd				
	Opening Balance	956172	17.80	956172	17.80
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	956172	17.80
	Shares sold during the period 01/04/2019 to 31/03/2020	956172	17.80	-	-
	Closing Balance	-	-	-	-
2	Chetan Cholera				
	Opening Balance	100	0.002	100	0.002
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	100	0.002
	Shares sold during the period 01/04/2019 to 31/03/2020	100	0.002	-	-

	Closing Balance	-	-	-	-
3	Kanayalal Gagandas Narumalani #				
	Opening Balance	40500	0.75	40500	0.75
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	40500	0.75
	Shares sold during the period 01/04/2019 to 31/03/2020	-	-	40500	0.75
	Closing Balance	-	-	40500	0.75
4	Khushal Gagandas Narumalani #				
	Opening Balance	14937	0.28	14937	0.28
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	14937	0.28
	Shares sold during the period 01/04/2019 to 31/03/2020	-	-	14937	0.28
	Closing Balance	-	-	14937	0.28
5	Dayawanti Jagdish Bhatia				
	Opening Balance	300585	5.60	300585	5.60
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	300585	5.60
	Shares sold during the period 01/04/2019 to 31/03/2020	300585	5.60	-	-
	Closing Balance	-	-	-	-
6	Meera Shanker Pendsay #				
	Opening Balance	225269	4.19	225269	4.19
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	225269	4.19
	Shares sold during the period 01/04/2019 to 31/03/2020	-	-	225269	4.19
	Closing Balance	225269	4.19	225269	4.19
7	Jagdish Chetandas Bhatia				
	Opening Balance	69010	1.29	69010	1.29
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	69010	1.29
	Shares sold during the period 01/04/2019 to 31/03/2020	69010	1.29	-	-
	Closing Balance	-	-	-	-
8	Chander Bhatia #				
	Opening Balance	57687	1.07	57687	1.07
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	57687	1.07
	Shares sold during the period 01/04/2019 to 31/03/2020	-	-	57687	1.07
	Closing Balance	57687	1.07	57687	1.07
9	Shashidhar Jagdish Bhatia				
	Opening Balance	56655	1.06	56655	1.06
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	56655	1.06
	Shares sold during the period 01/04/2019 to 31/03/2020	56655	1.06	-	-
	Closing Balance	-	-	-	-
10	Girish Jagdish Bhatia				
	Opening Balance	51242	0.95	51242	0.95
	Shares bought during the period 01/04/2019 to 31/03/2020	-	-	51242	0.95
	Shares sold during the period 01/04/2019 to 31/03/2020	51242	0.95	-	-
	Closing Balance	-	-	-	-
11	Shruti Abhishek Gami				

Opening Balance	-	-	-	-
Shares bought during the period 01/04/2019 to 31/03/2020	148640	2.77	148640	2.77
Shares sold during the period 01/04/2019 to 31/03/2020	-	-	148640	2.77
Closing Balance	148640	2.77	148640	2.77
12 Abhishek Vipinchandra Gami				
Opening Balance	-	-	-	-
Shares bought during the period 01/04/2019 to 31/03/2020	1586986	29.55	1586986	29.55
Shares sold during the period 01/04/2019 to 31/03/2020	-	-	1586986	29.55
Closing Balance	1586986	29.55	1586986	29.55

Note: Pursuant to Share Purchase Agreement entered in to between specific group of promoters hereafter collectively referred as "Sellers" namely viz Jagdish C Bhatia, Chetan G Cholera and buyer, Abhishek Gami and Shruti Gami collectively referred to as "Buyers", dated August 2019, as a result all the "Sellers" and persons connected with them and forming part of Promoter Group have ceased to exist as Promoter Group of the Company and the above said "Buyers" are now Promoters of the Company.

Shri. Kanayalal Narumalani, Shri. Khushal Narumalani, Smt. Meera Pendsay and Shri. Chandrashekar Bhatia are reclassified from promoter group shareholders to general category shareholders effective from March 31, 2020.

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors and Promoters):

Sr No.	Name of the Shareholder	Shareholding at the beginning of the year		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company				No. of Shares	% of total shares of the company
1	Meera Pendsay*	225269	4.19	During the financial year	-	-	225269	4.19
2	G V Nagabrahma	102108	1.90	During the financial year	-	-	102108	1.90
3	Pushpa kumar	94000	1.75	During the financial year	-	-	94000	1.75
4	Chandrshekhhar Bhatia*	57687	1.07	During the financial year	-	-	57687	1.07
5	Shirish Joshi	31200	0.58	During the financial year	22206	Increase	53406	0.99
6	Saifuddin Miyajiwala	45064	0.84	During the financial year	5000	Increase	50064	0.93
7	M B Padmavathi	45867	0.85	During the financial year	-	-	45867	0.85
8	Kanayalal Narumalani*	40500	0.75	During the financial year	-	-	40500	0.75
9	Chirayush Vakil	25668	0.47	During the financial year	11851	Increase	37519	0.69
10	Dheeraj Lohia	26516	0.49	During the financial year	8799 (870)	Increase Decrease	34445	0.64
11	Shashi Rani Gupta#	54402	1.01	During the financial year	(54402)	Decrease	-	-
12	Nidhi Jawahar#	53993	1.00	During the financial year	(53993)	Decrease	-	-

13	Dharmesh Gandani#	36240	0.67	During the financial year	44659 (80899)	Increase Decrease	-	-
14	S S Kumar (HUF)	28825	0.53	During the financial year	-	-	28825	0.53
15	Bhavini Mukhtyar#	27250	0.50	During the financial year	(27250)	Decrease	-	-

Note: Pursuant to Share Purchase Agreement entered in to between specific group of promoters hereafter collectively referred as " Sellers" namely viz Jagdish C Bhatia, Chetan G Cholera and buyer, Abhishek Gami and Shruti Gami collectively referred to as "Buyers", dated August 2019, as a result all the "Sellers" and persons connected with them and forming part of Promoter Group have ceased to exist as Promoter Group of the Company and the above said "Buyers" are now Promoters of the Company.

Shri. Kanayalal Narumalani, Shri. Khushal Narumalani, Smt. Meera Pendsay and Shri. Chandrashekar Bhatia are reclassified from promoter group shareholders to general category shareholders effective from March 31, 2020.

v) Shareholding of Directors and Key Managerial Personnel:

Sr No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of the total shares of the company	No. of Shares	% of total shares of the company
1	Chetan Gopaldas Cholera	100	0.001	-	-
2	Jagdish Bhatia	69010	1.28	-	-
3	Dhananjay D Kanitkar	750	0.01	750	0.01
4	Bhumitra V Dholakia *	625 (2 nd Joint Holder)	0.01	625 (2 nd Joint Holder)	0.01
5	Gayatri Parikh	11283	0.21	11283	0.21
6	Lalit Mohan Bijlani	Nil	Nil	Nil	Nil
7	Ashwin R Master (Chief Financial Officer)	Nil	Nil	Nil	Nil
8	Kamlesh M Shinde (Company Secretary)	Nil	Nil	Nil	Nil
9	Balaram D Markad (Chief Operating Officer)	Nil	Nil	Nil	Nil

*Shri. Bhumitra Dholakia retired from the office of Independent Director effective from February 07, 2020.

V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(In Rs)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	33681944	-	-	33681944
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	33681944	-	-	33681944
Change in Indebtedness during the financial year				
Addition	407695118	-	-	407695118
Reduction	425097377	-	-	425097377
Net Change	(17402259)	-	-	(17402259)
Indebtedness at the end of the financial year				
i) Principal Amount	16265194	-	-	16265194
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	14491	-	-	14491
Total (i+ii+iii)	16279685	-	-	16279685

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In Rs)

Sr No.	Particulars	Name of MD/WTD/Manager	
		Shri. Jagdish Bhatia	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,81,250	18,81,250
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	7,23,693	7,23,693
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
5	Others, please specify		
	Contribution to Provident Fund	2,25,750	2,25,750
	Contribution to Gratuity	1,74,932	1,74,932
	Contribution to Superannuation	2,82,188	2,82,188
	Total	32,87,813	32,87,813
	Ceiling as per the Act	5% of the Net Profit	

B. Remuneration to other Directors

(In Rs)

Particulars of Remuneration	Name of the Directors					Total Amount
	Shri. B V Dholakia*	Shri. D D Kanitkar*	Smt. Gayatri Parikh*	Shri. L M Bilani	Shri. C G Cholera	
Independent Directors						
Fees for attending Board/Committee	35,000	30,000	25,000	-	-	90,000
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
Total	35,000	30,000	25,000			90,000
Other Non-Executive Directors						
Fees for attending Board/Committee	-	-	-	15,000	25,000	40,000
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
Total Managerial Remuneration	35,000	30,000	25,000	15,000	25,000	1,30,000
Overall ceiling as per the Act	1% of the Net Profit					

* Includes Sitting Fees paid for Independent Director's Committee meeting in connection with Open Offer.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(In Rs.)

Key Managerial Personnel					
Sr No	Particulars of Remuneration	COO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17,78,303	6,32,652	12,01,171	36,12,126
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	90,520	63,636	84,484	2,38,640
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify				
	Contribution to Provident Fund	1,45,240	59,812	1,04,891	3,09,943
	Contribution to Gratuity	1,00,932	24,154	72,656	1,97,742
	Contribution to Superannuation	1,70,393	48,770	1,22,655	3,41,818
	Total	22,85,388	8,29,024	15,85,857	47,00,269

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no instances of any penalties/punishments/compounding of offences for the year ended 31st March, 2020.

CFO/MD CERTIFICATION

To,
The Board of Directors
Rapicut Carbides Limited.

1. We have reviewed the financial statements and the Cash Flow Statement of Rapicut Carbides Limited for the period ended March 31, 2020 and to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the period ended March 31, 2020 are fraudulent, illegal or violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to be taken to rectify the deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - Significant changes, if any, in the Company's internal control over financial reporting during the period;
 - Significant changes, if any in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and involvement therein, if any, of the management or other employees having a significant role in the Company's internal control system over financial reporting.

Date: August 25, 2020
Place : Ankleshwar

Aswhin R. Master
Chief Financial Officer

Abhishek Gami
Managing Director

DECLARATION

I hereby declare that all the Directors and Senior Management Personnel of the Company have affirmed the Compliance with the Code of Conduct for the year ended March 31, 2020.

Date: August 25, 2020
Place: Ankleshwar

Abhishek Gami
Managing Director

INDEPENDENT AUDITOR'S REPORT

To the Members of
Rapicut Carbides Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Rapicut Carbides Limited, which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (The Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no key audit matter to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and

financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards (Ind AS) specified under section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in

terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer item B of Note 31 to Financial Statements.
 - ii. The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Maloo Bhatt & Co.
Chartered Accountants

CA. Yash Bhatt
Partner

M No. 117745
(F.R.No.129572W)

UDIN :20117745AAAACF3167

Place: Vadodara
Date: 30th June, 2020

ANNEXURE-A
TO THE INDEPENDENT AUDITOR'S REPORT

(referred to paragraph 1 under "report on other legal and regulatory requirements" of our report of even date on the accounts for the year ended on 31st march, 2020 of Rapicut Carbides Limited)

1. In respect of its fixed assets:
 - (a) The Company has maintained records showing particulars, including quantitative details and general location of fixed assets.
 - (b) During the year, part of the fixed assets has been physically verified by the management in accordance with a phased programme of verification which, in our opinion is reasonable and to cover all the items of fixed assets over a period of three years having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, there was no material discrepancies noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the company.
2. As explained to us, all the inventory of the Company has been physically verified by the management at reasonable intervals and at the year-end. In our opinion, the frequency of the verification is reasonable. According to the information and explanations given to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. According to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
5. According to information and explanations given to us, the Company has not accepted any deposits during the year.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. However, we have not made detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to us in respect of statutory and other dues:
 - (a) The Company has been regular in depositing undisputed statutory dues, including Provident fund, Employees' state Insurance, Income Tax, Goods & Services Tax, duty of customs, cess and other statutory dues to the appropriate authorities during the year. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of statutory dues which has remained outstanding as at 31st March, 2020 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us and on the basis the records produced before us by the Company, there are no undisputed amounts payable in respect of income tax / sales tax / Service tax / customs duty / wealth tax / excise duty / cess, which have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or Government. The Company has not obtained any borrowings by way of debentures.
9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
10. According to the information and explanations given to us, we have not noticed or reported any fraud by the company or any fraud on the Company by its officers or employees during the year.
11. The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

12. This clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company as the company is not a Nidhi Company.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with.
16. This clause of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company as the company is not a required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Maloo Bhatt & Co.
Chartered Accountants

Place: Vadodara
Date: 30th June, 2020

CA. Yash Bhatt
Partner
M No. 117745
(F.R.No.129572W)
UDIN : 20117745AAAACF3167

Annexure- B

INDEPENDENT AUDITOR'S REPORT

Independent Auditors' report to the members of Rapicut Carbides Limited ("the company") on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of the Company as of 31st March, 2020 in conjunction with our audit of the Ind As financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind As financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial controls over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind As financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind As financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind As financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the

risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit or Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of

For Maloo Bhatt & Co.
Chartered Accountants

Place: Vadodara
Date: 30th June, 2020

CA. Yash Bhatt
Partner
M No. 117745
(F.R.No.129572W)
UDIN : 20117745AAAACF3167


BALANCE SHEET AT MARCH 31, 2020

(Amount in Rs.)

SR. NO.	PARTICULARS	NOTE NO.	As at 31/03/20	As At 31/03/19
	ASSETS			
1	Non-current assets			
a.	Property, plant and equipment	3 - A	50,190,811	46,961,569
b.	Capital work-in-progress	3 - B	-	-
c.	Other intangible assets	4	834,414 1,	364,211
d.	Intangible assets under development		-	-
e.	Financial assets			
(i)	Investments	5	652,305	527,407
(ii)	Trade receivables	6	-	1,39,100
(iii)	Loans		-	-
(iv)	Other financial assets	7	4,046,157	40,46,707
f.	Deferred tax assets (net)		2,543,188	-
g.	Other non-current assets	8	352,000	268,000
	Total non-current assets		58,618,875	53,306,994
2	Current assets			
a.	Inventories	9	188,710,913	20,65,81,635
b.	Financial assets			
(i)	Other investments		-	-
(ii)	Trade receivables	6	67,342,447	8,89,29,080
(iii)	Cash and cash equivalents	10	1,486,908	1,261,380
(iv)	Bank balances other than (iii) above	11	3,300,348	3,245,253
(v)	Loans		-	-
(vi)	Other financial assets	7	60,000	44,000
c.	Current Tax Assets (Net)	19	3,559,504	7,44,354
d.	Other current assets	8	3,686,550	3,839,752
e.	Assets classified as held for sale		-	-
	Total current assets		268,146,670	304,645,454
	Total assets		326,765,545	357,952,448
	EQUITY AND LIABILITIES			
1	Equity			
a.	Equity Share capital	12	53,712,450	5,37,12,450
b.	Other equity	13	190,985,730	20,16,48,275
	Total equity		244,698,180	25,53,60,725
2	Liabilities			
1	Non-current liabilities			
a.	Financial liabilities			
(i)	Borrowings	14	1,451,270	11,15,162
(ii)	Trade payables	15	-	-
-	Due to Micro & Small Enterprises		-	-
-	Others		-	-
(iii)	Other financial liabilities	16	-	26,43,470
b.	Provisions	17	10,094,922	1,02,95,496
c.	Deferred tax liabilities (Net)		-	8,98,877
d.	Other non-current liabilities	20	625,000	6,45,000
	Total non-current liabilities		12,171,192	12,986,949
2	Current liabilities			
a.	Financial liabilities			
(i)	Borrowings	18	12,682,106	3,23,22,201
(ii)	Trade payables	15	-	-
-	Due to Micro & Small Enterprises		233,245	55,18,868
-	Others		38,625,343	3,69,90,466
(iii)	Other financial liabilities	16	5,197,659	3,436,118
b.	Provisions	17	9,631,855	8,233,060
c.	Current Tax Liabilities (Net)	19	-	-
d.	Other current liabilities	20	3,525,965	31,04,061
	Total current liabilities		69,896,173	89,604,774
	Total liabilities		82,067,365	102,591,723
	Total equity and liabilities		326,765,545	357,952,448

 Basis of preparation, measurement and significant accounting policies
 Notes to Account

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Auditor's Report Signed in terms of our separate report of even date
For Maloo Bhatt & Co.
 Chartered Accountants

Yash Bhatt
 Partner
 M. No. 117745
 FR No. 1259572W

 Place : Vadodara
 Date : 30th June, 2020.

A. R. Master
 Chief Financial Officer

Kamlesh M. Shinde
 Company Secretary
 M No. : 35836

For and on behalf of the Board

 D. D. Kanitkar Chairman,
 Din No. 03523774
 J. C. Bhatia Managing Director
 Din No. 00250737
 C. G. Cholera Non Executive Director
 Din No. 00131143
 L. M. Bijlani Non Executive Director
 Din No. 01871816
 Gayatri Parikh Independent Director
 Din No. 00045529

PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Amount in Rs.)

SR. NO.	PARTICULARS	NOTE NO.	Year Ended 31/03/20	Year Ended 31/03/19
	Revenue from operations	21	335717821	462472573
	Other income	22	299567	374100
I	Total Income		336017388	462846673
	Expenses			
a.	Cost of materials consumed	23	215997856	325344005
b.	Purchase of stock-in-trade			
c.	Changes in inventories of finished goods, stock-in-trade and work-in-process	24	14529413	(2,26,19,993)
d.	Excise duty on sale of goods			-
e.	Employee benefits expense	25	52501832	5,53,42,008
f.	Finance costs	26	3575584	23,06,942
g.	Depreciation and amortisation expense	27	8398801	85,55,821
h.	Other expenses	28	45258154	56,626,414
II	Total expenses		340261640	42,55,55,197
III	Profit before tax		(4244253)	3,72,91,476
IV	Tax expense			
	(1) Current tax		0	1,11,00,000
	(2) Earlier year tax		(3395627)	(15,65,098)
	(3) Deferred tax		0	(6,46,045)
V	Profit for the year		(848625)	2,84,02,619
VI	Other Comprehensive Income			
a.	Item that will not be reclassified to Profit & Loss A/c			
	1. Fair value of gain on investment		124898	1,04,347
	2. Remeasurment of employee benefit plan		(278526)	(19,38,156)
	3. Income tax relating to item that will not be reclassified to profit or loss.		46438	-
b.	Item that will be reclassified to Profit & Loss A/c		-	-
VII	Total comprehensive Income for the year		(955816)	2,65,68,810
VIII	Earning per Equity Share			
	Basic		(0.18)	4.95
	Diluted		(0.18)	4.95

Basis of preparation, measurement and

significant accounting policies

1,2

Notes to Account

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**Auditor's Report Signed in terms of our separate report of even date
For Maloo Bhatt & Co.**
Chartered Accountants

Yash Bhatt
Partner
M. No. 117745
FR No. 1259572W

Place : Vadodara
Date : 30th June, 2020.

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L. M. Bijlani Non Executive Director
Din No. 01871816
Gayatri Parikh Independent Director
Din No. 00045529

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in Rs.)

	Particulars	Year Ended 31/03/20	Year Ended 31/03/19
(A)	Cash Flow From Operating Activities		
	Net Profit (Loss) before tax	(42,44,253)	3,72,91,476
	Adjustments for		
	Depreciation	83,98,801	85,55,821
	Interest paid	32,66,914	18,78,438
	Dividend Income	-	(3,162)
	Interest received	(1,57,828)	(1,84,554)
	Assets written off	-	17,490
	Loss (Profit) on sale of property, Plant and equipments	-	(1,08,263)
	Operating profit before change om working capital	<u>72,63,634</u>	<u>4,74,47,246</u>
	Adjustments for (Increase)/Decrease in Operating Assets:		
	Inventories	1,78,70,722	(81,41,314)
	Trade Receivables	2,17,25,733	(2,07,16,674)
	Other Financial Assets	(15,450)	66,000
	Other Current Assets	1,53,202	56,60,664
	Adjustments for (Increase)/Decrease in Operating Liabilities:		
	Trade Payable	(36,83,160)	(1,14,47,960)
	Current and Non Current Provisions	9,19,695	(6,30,260)
	Other Current/Non Current Liabilities	4,01,905	(1,12,55,774)
	Other Current and Non Current Financial Liabilities	2,04,750	(25,18,971)
	Cash generated from operations	4,48,41,032	(15,37,043)
	Income Tax (paid)/refunds	(28,15,150)	(95,34,902)
	Net Cash flow from operating Activities (A)	4,20,25,882	(1,10,71,945)
(B)	Cash Flow from Investment Activities		
	Purchase of Fixed Assets	(1,12,13,150)	(36,64,985)
	Sale of Fixed Assets	30,901	4,55,000
	Interest Received	1,57,828	1,84,554
	Dividend Received	-	3,162
	Net Cash Flow from Investment Activities	(1,10,24,421)	(30,22,269)
(C)	Cash Flow from Financing Activities		
	Net Proceeds (Repayment) from Long term Borrowings	22,37,836	3,74,658
	Net Proceeds (Repayment) from Short term Borrowings	(1,96,40,095)	2,17,09,246
	Interest Paid	(32,66,914)	(18,78,438)
	Dividend paid including dividend distribution tax	(1,00,51,664)	(1,16,55,570)
	Net Cash Flow from Financing Activities (C)	(3,07,20,837)	85,49,896
	Net Increase/(Decrease) in Cash and Cash equivalents (A+B+C)	2,80,623	(55,44,318)
	Cash & Cash equivalents as at the beginning of the year	45,06,633	1,00,50,951
	Cash & Cash equivalents as at the end of the year	47,87,256	45,06,633

Notes :

- Cash flow statement has been prepared under the indirect method as set out in Ind AS 7 notified under Companies (Indian Accounting Standards) Rules, 2015.
- Purchase of fixed assets includes movements of capital work-in-progress between the beginning and the end of the year.
- Previous year figure regrouped/recasted wherever necessary.

Auditor's Report Signed in terms of our separate report of even date
For Maloo Bhatt & Co.
 Chartered Accountants

Yash Bhatt
 Partner
 M. No. 117745
 FR No. 1259572W

Place : Vadodara
 Date : 30th June, 2020.

A. R. Master
 Chief Financial Officer

Kamlesh M. Shinde
 Company Secretary
 M No. : 35836

For and on behalf of the Board

D. D. Kanitkar Chairman,
 Din No. 03523774
 J. C. Bhatia Managing Director
 Din No. 00250737
 C. G. Cholera Non Executive Director
 Din No. 00131143
 L. M. Bijlani Non Executive Director
 Din No. 01871816
 Gayatri Parikh Independent Director
 Din No. 00045529

Statement of Changes in Equity for the year ended March 31, 2020.

A. Equity Share Capital

(Amount in Rs.)

	Balance as at 31st March, 2019	Changes in Equity Share Capital during 2019-20	Balance as at 31st March, 2020
Equity Share Capital	5,37,12,450	-	5,37,12,450

B. Other Equity

(Amount in Rs.)

Particulars	Reserves & Surplus				Other items of other comprehensive income	Total
	Capital Reserve	Securities Premium Reserve	Other Reserves (General Reserve)	Retained Earnings		
Closing balance as at 31st March 2019	29,06,317	1,27,15,948	5,30,00,000	14,01,64,678	(71,38,669)	20,16,48,275
Total comprehensive income for the year	-	-	-	(8,48,625)	-	(8,48,625)
Re-measurements of post employment benefit obligation (net of tax)	-	-	-	(2,06,109)	-	(2,06,109)
Other Comprehensive income for the year	-	-	-	-	98,919	98,919
Dividend & dividend tax paid	-	-	-	(97,06,728)	-	(97,06,728)
Closing balance as at 31st March 2020	29,06,317	1,27,15,948	5,30,00,000	12,94,03,215	(70,39,750)	19,09,85,730

Auditor's Report Signed in terms of our separate report of even date
For Maloo Bhatt & Co.
Chartered Accountants

Yash Bhatt
Partner
M. No. 117745
FR No. 1259572W

Place : Vadodara
Date : 30th June, 2020.

A. R. Master
Chief Financial Officer

Kamlesh M. Shinde
Company Secretary
M No. : 35836

For and on behalf of the Board

D. D. Kanitkar Chairman,
Din No. 03523774
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Din No. 00131143
L. M. Bijlani Non Executive Director
Din No. 01871816
Gayatri Parikh Independent Director
Din No. 00045529

NOTES to the Financial Statements for the year ended 31st March 2020**Note No. 1.****STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES:****1. Company Overview**

Rapicut Carbides Limited (RCL) was incorporated as a Public Limited Company in April 1977, and an integrated unit was set up at Ankleshwar, Gujarat for manufacturing of Tungsten Carbide Tips, Inserts and other Carbide products from ore stage. Commercial Production Commenced in October 1979.

Gujarat Drillwell Pvt. Ltd was merged with the Company in the year 1993

The Company has listed its equity shares with Bombay Stock Exchange in the year 1980.

2. Basis of Preparation of Financial Statements

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements of the Company for the year ended 31st March, 2020 were approved for issue in accordance with the resolution of the Board of Directors on 30th June, 2020.

a. Statement of Compliance

The Comparative Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity, Cash Flow Statement, together with the Notes to accounts along with a summary of the significant accounting policies and other explanatory information for the year ended 31st March, 2020, have been prepared in accordance with the Ind AS notified above. For all periods up to and including the year ended 31st March, 2018, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

b. Basis of Measurement - Historic Cost Convention

These Financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities that are measured at fair value (refer accounting policy regarding financial instruments);
- Assets held for sale – measured at fair value less cost to sale;
- Defined benefit plans – plan assets measured at fair value. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other Criteria set out in the Schedule III to the Companies Act, 2013.

c. Functional and Presentation Currency

Items included in the Financial Statements of the entity are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). Indian Rupee is the Functional currency of the Company. The Financial statements are presented in Indian Rupees, which is the Company's presentation currency.

d. Use of Estimates:

The preparation of Financial Statements in accordance with Ind - AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the Balance Sheet and Statement of Profit and Loss. The actual amounts realized may differ from these estimates. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as

the management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the period in which the results are known /materialized and, if material, their effects are disclosed in the notes to the Financial Statements.

Estimates and assumptions are required in particular for:

(i) Determination of the estimated useful life of tangible assets and the assessment as to which components of the cost may be capitalized.

Useful life of tangible assets is based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful life is different from that prescribed in Schedule II, it is based on technical advice, taking into account the nature of the asset, estimated usage and operating conditions of the asset, past history of replacement and maintenance support. An assumption also needs to be made, when the Company assesses, whether an asset may be capitalized and which components of the cost of the asset may be capitalized.

(ii) Recognition and measurement of defined benefit obligations:

The obligation arising from the defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined with reference to market yields at the end of the reporting period on the government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

(iii) Recognition of deferred tax assets:

A Deferred tax asset is recognized for all the deductible temporary differences to the extent that it is Probable that taxable profit will be available against which the deductible temporary difference can be utilized. The management assumes that taxable profits will be available while recognizing deferred tax assets.

(iv) Recognition and measurement of other provisions:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

(v) Discounting of long-term financial liabilities :

All financial liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities, which are required to be subsequently measured at amortized cost, interest is accrued using the effective interest method.

(vi) Determining whether an arrangement contains a lease:

At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease. At the inception or on reassessment of an arrangement that contains a lease, the Company separates payments and other consideration required by the arrangement into those for the lease and those for the other elements based on their relative fair values. If the Company concludes for a finance lease that, it is impracticable to separate the payments reliably, then an asset and a liability are recognized at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognized using the Company's incremental borrowing rate. In case of operating lease, the Company treats all payments under the arrangement as lease payments.

3. Current versus Non Current Classification:

(I) The assets and liabilities in the Balance Sheet are based on current/ non – current classification. An asset as current when it is:

1. Expected to be realized or intended to be sold or consumed in normal operating cycle.
2. Held primarily for the purpose of trading.
3. Expected to be realized within twelve months after the reporting period, or
4. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non - current.

(II) Liability is current when it is:

1. Expected to be settled in normal operating cycle,

2. Held primarily for the purpose of trading,
3. Due to be settled within twelve months after the reporting period, or
4. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are treated as non - current. Deferred tax assets and liabilities are classified as non – current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

Note no 2

2.1 Other Significant Accounting Policies

A. Plant, Property & Equipment :

All the property, plant and equipments have been carried at value in accordance with the previous GAAP. The Company has elected these values as deemed cost at the date of transition to Ind AS, i.e.1st April 2016 as permitted under Ind AS 101. Property, Plant & Equipment are stated at original cost net of tax/ duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. All costs, including finance costs incurred up to the date the asset is ready for its intended use. When significant parts of property, plant and equipment are required to be replaced at intervals, the company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. All the other repair and maintenance costs are recognised in the statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Property, Plant & Equipment are eliminated from the financial statements either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment and gains and losses arising from disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence. Subsequent expenditure related to an item of Property, Plant& Equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, Plant & Equipment, including routine repair and maintenance expenditure and cost of replacing parts, are Changed to the statement of profit and loss for the period during which such expenses are incurred. The Company adjusts exchange differences arising on translation/ settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. Gains or losses arising from disposal of Plant, Property and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is disposed.

B. Depreciation & Amortization:

- a. Depreciation on property, plant & equipment is provided over the useful life of assets as specified in schedule II to the companies Act, 2013. In case of Property, plant & Equipment that are added/ disposed off during the year depreciation is provided on pro-rata basis with reference to the month of addition/ deletion. Leasehold improvements are being depreciated over the lease term or estimated useful life whichever is lower. Used assets acquired from third parties are depreciated on a straight line basis over their remaining useful life of such assets. b. Depreciation methods, useful life and residual values are reviewed at each reporting date and adjusted if appropriate.

C. Intangible Assets:

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortised over the irrespective individual estimated useful lives on a straight line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. The useful lives of intangible assets are assessed as either finite or infinite. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is considered to modify the amortized period or method, as appropriate, and are treated as changes in accounting estimates. Intangible assets with finite useful life are amortized on straight line basis over the useful economic life and assessed for impairment whenever there is any indication that the intangible asset may be impaired. Intangibles with indefinite useful life, if any are not amortized, but are tested for impairment annually, either

individually or at the cash generating unit level.

D) Impairment of Non-Current Assets:

As at each balance sheet date, the Company assesses whether there is an indication that an asset may be impaired and also whether there is an indication of reversal of impairment loss recognized in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, if any, the Company determines the recoverable amount and impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- In the case of an individual asset, at the higher of the fair value less cost to sell and the value in use; and
- In the case of cash generating unit (a group of assets that generate identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and the value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset. In determining fair value less cost disposal, recent market transactions are taken in to account. Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss. Intangible assets with indefinite useful lives are tested for impairment annually, as appropriate, and when circumstances indicate that the carrying value may be impaired.

E) Cash and Cash Equivalents:

Cash and cash equivalents comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk.

F) Inventories and WIP:

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

a. Raw materials and packing materials:

Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a first-in-first out basis. Customs duty on imported raw materials (excluding stocks in the bonded warehouse) is treated as part of the cost of the inventories. Raw material, store and spares: Cost on FIFO basis or net realizable value, whichever is lower.

b. Work-in-progress and finished goods:

Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

c. Traded goods:

Lower of cost and net realizable value. Cost includes the purchase price and other associated costs directly incurred in bringing the inventory to its present location. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

d. Waste and scrap are not separately valued being insignificant in value.

e. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

G) Retirement benefits:

a) Short Term Employee Benefits:

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Short - term employee benefits are expensed as the related service is provided. Liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b) Post-Employment Benefits:

i) Defined Contribution Plans:

Retirement benefit in the form of Provident Fund and Super annuation, a defined contribution scheme and the contributions are charged to the statement of profit and loss for the year when the contributions to the government funds are due. The Company has no obligation other than the contribution payable to provident fund authorities and super annuation fund.

ii) Defined Contribution Plans:

The employees' gratuity fund scheme is the Company's defined benefit plan. The present value of the obligation under the said defined benefit plan is determined on the basis of actuarial valuation from an independent actuary using the Projected Unit Credit Method. The gratuity benefit of the Company is administered by a trust formed for this purpose through the group gratuity LIC scheme. Re measurements comprising of actuarial gain and losses, the effect of the asset ceiling and the return on plan assets (excluding amount included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur.

Re-measurements are not reclassified to the statement of profit and loss in subsequent periods.

Past service cost is recognised in the statement of profit & loss in the period of plan amendment.

Net interest is calculated by applying the discounted rate to the net defined benefit liability or asset.

c) Other Long-Term Employee Benefits:

The Company treats accumulated leave expected to be carried forward beyond 12 months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

H) Foreign Currency:

Functional and Presentation Currency

Consolidated financial statements have been presented in Indian Rupees, which is the Group's functional currency and Group's presentation currency. Each entity in the Group determines its own functional currency (the currency of the primary economic environment in which the entity operates) and items included in the financial statements of each entity are measured using that functional Currency.

Transactions and Balances:

The transactions in foreign currency are accounted at the exchange rate i.e. custom rate prevailing on the date of transaction. Exchange fluctuation between the transaction date and settlement date in respect of transactions are transferred to exchange rate difference account and written off to the statement of profit & loss. Exchange difference that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the Statement of Profit and Loss in the period in which they arise.

Current assets and current liabilities involving transactions in foreign currency are converted at the exchange rates prevailing on the date of Balance Sheet. Any profit and loss arising out of such conversion is charged to the Statement of profit and loss.

Non-monetary items i.e. investments are converted at the rate prevalent on the date of transaction.

I) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

J) Financial Assets:

(I) Classification

Financial Assets comprises of Investments in Equity and Debt securities, Trade Receivables, Cash and Cash equivalents, Borrowings and other Financial Assets.

(II) Initial recognition measurement:

All financial assets is recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial Assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

(iii) Subsequent Recognition

a) Financial Assets measured at amortized cost

Financial assets are measured at amortized cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest. Such financial assets are measured at amortized cost using the effective interest rate (EIR) method.

The EIR amortization is recognized as finance income in the Statement of Profit and Loss.

Trade receivables

A receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. For some trade receivables the Group may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counter party is in default under the terms of the agreement. Impairment is made on the expected credit losses, which are the present value of the shortfalls over the expected life of financial assets. The estimated impairment losses are recognised in a separate provision account and the impairment losses are recognised in the Statement of Profit and Loss within other expenses.

For foreign currency trade receivable, impairment is assessed after reinstatement at closing rates

Subsequent changes in assessment of impairment are recognised in provision for impairment and changes in impairment losses are recognised in the Statement of Profit and Loss within other expenses.

Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognised in the Statement of Profit and Loss within other expenses.

Subsequent recoveries of amounts previously written off are credited to other Income.

b) Financial Assets measured at fair value through other comprehensive income (FVTOCI)

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

c) Financial Assets measured at fair value through profit or loss (FVTPL)

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognized in profit or loss.

(iv) De-recognition of Financial Assets:

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

2) Financial Liabilities:

(i) Initial recognition and measurement :

All financial liabilities are recognized initially at fair value and, in the case of loans, borrowings, and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, security deposits and other deposits.

(ii) Subsequent measurement:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity.

All other changes in fair value of such liability are recognised in the statement of profit or loss.

(iii) Loans and Borrowings:

Interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

(iv) Trade and Other Payables :

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent unpaid liabilities for goods and services provided to the Group till the end of financial year. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Trade payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest rate method.

(v) Derecognition of Financial Liabilities:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

K) Leases:

i) Company as a lessee

Right-of-use assets and Lease Liabilities for leases where the lease term ends within 12 months of the lease commencement date i.e. Short Term Leases are not recognized in Balance Sheet. The company has elected to recognise the lease payments associated with Short Term Leases as an expense on straight-line-basis.

ii) As a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income from operating lease is recognised in the statement of profit and loss on straight line basis over the Lease term.

iii) Transition to Ins AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases Which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The company has opted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases prospectively. The adoption of the standard did not have any material impact on the financial results.

L) Borrowing Costs:

Borrowing costs that are directly attributable to acquisition, construction or production of a qualifying asset (net of income earned on temporary deployment of funds) are capitalised as a part of the cost of such assets. Borrowing cost consists of interest, other cost incurred in connection with borrowings of fund and exchange differences to the extent regarded as an adjustment to the borrowing cost. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. All other borrowing costs are charged to the Statement of Profit and Loss.

M) Taxes:

(a) Current Income Tax:

- (i) Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

Current tax comprises of the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of the previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

has a legally enforceable right to set off the recognised amounts; and

intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

- (ii) Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit & loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred Tax:

- (i) Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at the reporting date.
- (ii) The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities are always provided for in full. Deferred tax assets are recognized to the extent that it is probable that they will be able to be offset against future taxable income. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted at the balance sheet date.

Most changes in deferred tax assets or liabilities are recognized as a component of tax expense in the income statement. Only changes in deferred tax assets or liabilities that relate to a change in value of assets or liabilities that is charged directly to equity are charged or credited directly to equity.

Sales / value added taxes / Goods and service Tax:

Expenses and assets are recognised net of the amount of sales/ value added taxes paid/ Goods and service Tax, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- When receivables and payables are stated with the amount of tax included in the net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Minimum Alternate Tax:

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on "Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961", the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

N) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

The specific recognition criteria described below must also be met before revenue is recognized.

(a) Sale of products:

As stated in Ind AS 18, Revenue from sale of products is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. The Company collects sales tax and value added tax (VAT) and Goods and Service Tax (GST) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

(B) Other Income:

Interest Income

Interest income is recognized on accrual basis at applicable interest rates. For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payment or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial assets interest income is included in other income in the statement of profit & loss.

Dividend Income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

O) Dividend / Distribution:

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

P) Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares, that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Q) Segment Reporting:

Identification of segments

The Company's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and services to different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operates.

R) Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized if as a result of a past event the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are not recognized but disclosed in the Financial Statements when economic inflow is probable.

(a) Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- (i) the Company has a present obligation as a result of past event,
- (ii) a probable outflow of resources is expected to settle the obligation; and
- (iii) the amount of obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

(b) Contingent liabilities are disclosed in case of:

- (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation,
- (ii) a present obligation arising from past events, when no reliable estimate is possible,
- (iii) a possible obligation arising from past events where the probability of outflow of resources is not remote.

(c) Contingent assets are neither recognized nor disclosed.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions and Contingent Liabilities are recognized / disclosed after an evaluation of the facts and legal aspects and the amounts are reviewed on the Balance Sheet date.

Note No. 3

(Amount in Rs.)

A	Property, Plant and Equipment	Leasehold Land	Buildings	Plant & Machinery and Electrical Fitting	Data Process Equipment	Furniture Fixture & Office Equipment	Vehicles	Total
	Gross Block							
	Gross carrying amount							
	Balance at March 31, 2019	3,52,174	2,34,66,647	91,785,817	3,833,419	3,306,721	4,877,643	1,27,622,421
	Additions	-	7,179,659	2,718,115	-	338,758	8,92,618	11,129,150
	Disposals	-	-	-	38,500	-	-	38,500
	Balance at March 31, 2020	3,52,174	30,646,306	9,45,03,932	37,94,919	36,45,479	57,70,261	13,87,13,071

	Accumulated depreciation	Leasehold Land	Buildings	Plant & Machinery and Electrical Fitting	Data Process Equipment	Furniture Fixture & Office Equipment	Vehicles	Total
	Balance at Mar 31, 2020	1,47,278	1,21,91,861	6,31,83,657	23,87,967	14,66,232	12,83,859	8,06,60,854
	Additions	3,557	6,51,382	58,21,318	3,99,228	2,65,993	7,27,527	78,69,005
	Disposals	-	-	-	7,599	-	-	7,599
	Balance at March 31, 2020	1,50,835	1,28,43,243	6,90,04,975	27,79,596	17,32,225	20,11,386	8,85,22,260

(Amount in Rs.)

Net Block	Leasehold Land	Buildings	Plant & Machinery and Electrical Fitting	Data Process Equipment	Furniture Fixture & Office Equipment	Vehicles	Total
Net carrying amount Balance at April 1, 2020	2,04,896	1,12,74,786	2,86,02,160	14,45,452	18,40,489	35,93,784	4,69,61,567
Balance at March 31, 2020	2,01,339	1,78,03,063	2,54,98,957	10,15,323	19,13,254	3758875	5,01,90,811

(Amount in Rs.)

B Capital Work in Progress	As at 31/03/2020	As at 31/03/2019
Machinery Under Installation	-	-
Total	-	-

Note No. 4

(Amount in Rs.)

Other Intangible assets	Technical Know-how	Software	Total
Gross Block			
Gross carrying amount Balance at March 31, 2019	6,05,681	30,98,038	37,03,719
Additions	-	-	-
Disposals	-	-	-
Balance at March 31, 2020	6,05,681	30,98,038	37,03,719

(Amount in Rs.)

Accumulated amortisation	Technical Know-how	Software	Total
Balance at April 1, 2019	5,71,550	17,67,959	23,39,509
Additions	34,132	4,95,664	5,29,796
Disposals	-	-	-
Balance at March 31, 2020	6,05,682	22,63,623	28,69,305

(Amount in Rs.)

Net Block	Technical Know-how	Software	Total
Balance at April 1, 2019	34131	1330079	1364210
Deemed cost	-	-	-
Balance at March 31, 2020	(1)	8,34,415	8,34,414

Note No. 5

(Amount in Rs.)

Investments	As at 31/03/20		As at 31/03/19	
	Quantity	Amount (Rs.)	Quantity	Amount (Rs.)
Note for accounting policy on Investments refer no. - 24 (i)				
Non-current				
Un-Quoted investments				
a) Investments in Equity Instruments at FVTOCI				
- Bharuch Enviro Infrastructure Ltd.	1,581	6,40,305	1,581	515,407
b) Investments in Govt. Security				
- National Saving Certificate	-	12,000	-	12,000
TOTAL	1,581	6,52,305	1,581	5,27,407
Aggregate amount of quoted investments	-	-	-	-
Market value of quoted investments	-	-	-	-
Aggregate amount of unquoted investments	1,581	6,52,305	1,581	5,27,407
Aggregate amount of impairment in value of investments	-	-	-	-

Note No. 6

(Amount in Rs.)

Trade receivables	As at 31/03/2020	As at 31/03/19
Non-current		
Trade receivables Unsecured, considered good.	-	1,39,100
TOTAL	-	1,39,100

Current		
Trade receivables Unsecured, considered good.	6,73,42,447	8,89,29,080
Trade receivables Unsecured, considered doubtful.	1,00,000	-
Less - Allowance for doubtful debts (expected credit loss allowance)	1,00,000	-
TOTAL	6,73,42,447	8,89,29,080

6.1 Ageing of Trade Receivables

(Amount in Rs.)

Particulars	Ageing			Total
	Upto 6 months	6- 12 months	above 12 months	
Unsecured consider good				
As at 31.03.2019	8,82,47,621	6,81,459	1,39,100	8,90,68,180
As at 31.03.2020	6,68,46,050	5,37,745	58,652	6,74,42,447

Note 6.2 All trade receivable are non interest bearing and receivable are settled within normal credit period approved by the company.

Note No. 7

(Amount in Rs.)

Other financial assets	As at 31/03/20	As at 31/03/19
Non-current		
Security deposits	40,46,157	40,46,707
Advances	-	-
Operating lease receivable	-	-
TOTAL	40,46,157	40,46,157
Current		
Security deposits	-	-
TOTAL	-	-
Tender Deposit	60,000	44,000
Operating lease receivable	-	-
TOTAL	60,000	44,000

Note No. 8

(Amount in Rs.)

Other assets	As at 31/03/2020	As at 31/03/2019
Non-current		
Capital Advances	3,52,000	2,68,000
Advances to related parties	-	-
Others	-	-
TOTAL	-	-
Current		
Capital Advances	-	-
Advances to related parties	-	-
Advances to parties	20,08,825	10,10,284
Advances to employee	37,920	71,487
Prepaid expenses	1,58,803	7,41,552
Interest accrued but not received	1,41,678	1,33,700
Insurance claim receivable	1,35,726	-
Receivable / Recoverable from	-	-
Revenue Authority	12,03,599	18,82,729
Branch Stock Transfer	-	-
TOTAL	36,86,550	38,39,752

Note : Interest accrued but not received includes interest accrued on various fixed deposit with bank held as margin money.

Receivable / Recoverable from Revenue Authority includes:

(Amount in Rs.)

	As at 31/03/20	As at 31/03/19
Balance with TDS Authorities	3275	4,019
Balance with customs & excise	-	2,69,779
Balance with VAT authorities	3,68,648	3,73,683
Balance with GST authorities	8,31,676	12,35,248
TOTAL	12,03,599	18,82,729

Note No. 9

(Amount in Rs.)

Inventories	As at 31/03/20	As at 31/03/19
a) Inventories (lower of cost and net realisable value) (As taken, valued & certified by the management)		
- Raw materials	2,13,95,731	4,40,69,285
- Work-in-process	7,66,81,112	9,68,07,459
- Finished goods	3,85,18,049	3,29,21,115
- Stores, Spares	3,43,29,012	2,88,31,413
- Loose Tools	-	39,52,363
- Goods in-transit Raw Material	1,77,87,009	-
- Goods in-transit Stores	-	-
TOTAL	18,87,10,913	20,65,81,635

The cost of Inventories recognised and devalued at realisable value for non moving / obsolete stock during the year was Rs. 23,42,466/- (P.Y. Rs. 26,79,048)

Note No. 10

(Amount in Rs.)

Cash and cash equivalents	As at 31/03/20	As at 31/03/19
Balances With Banks	11,23,747	11,89,473
Cheques, drafts on hand	-	-
Cash on hand	3,63,161	71,907
Others	-	-
Total Cash and cash equivalents as per balance sheet	14,86,908	12,61,380

Note No. 11

(Amount in Rs.)

Bank balances other than (Note no. 10) above	As at 31/03/20	As at 31/03/19
Margin Money Year mark balances maturity less than 12 months	4,48,169	52,876
-Dividend Account	28,47,179	31,92,377
Others	5,000	-
TOTAL	33,00,348	32,45,253

Note :- Fixed deposit are kept as margin against various letter of credit / guarantee

Note No. 12

(Amount in Rs.)

Equity Share Capital	As at 31/03/20	As at 31/03/19
Share Capital:		
(a) Authorised:	8,00,00,000	8,00,00,000
80,00,000 (Last Year 80,00,000) Equity Shares of Rs.10/each		
(b) Issued, Subscribed & Paid Up		
Shares at the End of the accounting period		
53,71,245 (L.Y.53,71,245) Equity Shares of Rs.10/- Each	5,37,12,450	5,37,12,450
(Include,35,17,747/- Equity Shares issued as Bonus Shares & 60,384 Equity Shares allotted as fully paid shares to shareholders of erstwhile Gujarat Drilwell Pvt. Ltd for consideration other than cash)		
TOTAL	5,37,12,450	5,37,12,450

	As at 31/03/20	As at 31/03/19
(c) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.		
At the beginning of the period	53,71,245	53,71,245
Add : Shares issued during the year	-	-
Less: Shares bought back during the year	-	-
Outstanding at the end of the period	53,71,245	53,71,245
(d) Terms/rights attached to equity shares		
The Company has only one class of equity shares having a face value of Rs. 10 per share.		

(e) Details of shareholders holding more than 5% shares in the company - Equity Share of Rs. 10/- each fully paid up.	No. of Shares holding 31/03/20	%	No. of Shares holding 31/03/19	%
	Pragya Equities Pvt. Ltd.	-	-	9,56,172
Dayawanti J Bhatia	-	-	3,00,585	5.596
Abhishek Vipinchandra Gami	15,86,986	29.546	-	-
(f) Aggregate number of shares issued and bonus for consideration other than cash during the period of five years immediately preceding the reporting date.	NIL		32,22,747	
(g) The company has not issued any right shares & Bonus share nor there has been buy back of shares during period of five years immediately preceding the reporting date.	NIL		NIL	

Note No. 13 Other equity

(Amount in Rs.)

Particulars	Reserves & Surplus				Items of other comprehensive income	Total
	Capital Reserve	Securities Premium Reserve	Other Reserves (General Reserve)	Retained Earnings		
Closing balance as at 31st March 2019	29,06,317	1,27,15,948	5,30,00,000	14,01,64,678	(71,38,669)	20,16,48,275
Total comprehensive income for the year	-	-	-	(8,48,625)	-	(8,48,625)
Re-measurements of post employment benefit obligation (net of tax)	-	-	-	(2,06,109)		(2,06,109)
Other Comprehensive income for the year	-	-	-	-	98,919	98,919
Dividend & dividend tax paid	-	-	-	(97,06,728)	-	(97,06,728)
Closing balance as at 31st March 2020	29,06,317	1,27,15,948	5,30,00,000	12,94,03,215	(70,39,750)	19,09,85,730

Nature of Reserves

13.1 Capital Reserve : represents the amount due to remission of capital liability on one time settlement from financial institution during the year 2001-2002

13.2 Securities Premium : represents the amount received in excess of par value of securities i.e equity shares. Section 52 of Companies Act, 2013 specify restriction and utilisation of security premium.

13.3 General Reserve : represents the statutory reserve, this is in accordance with Indian Corporate law wherein a portion of profit is apportioned to general reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a Company can declare dividend, however under Companies Act, 2013 transfer of any amount to General reserve is at the discretion of the Company.

13.4 Retained Earnings : represent the undistributed profits of the Company

13.5 Other Comprehensive Income Reserve : represent the balance in equity for items to be accounted in Other Comprehensive Income. Other Comprehensive Income is classified into i) items that will not be reclassified to profit and loss, ii) items that will be reclassified to profit and loss.

Note No. 14

(Amount in Rs.)

Non-current borrowings	As at 31/03/20	As at 31/03/19
Secured - at amortised cost		
(i) Term Loans		
- State Bank of India - Car Loan	8,04,779	11,15,162
(i) Term Loans		
- HDFC Bank of India - Car Loan	6,46,491	-
Secured - at amortised cost		
(i) Term loans		
- State Bank of India	-	-
Total non-current borrowings	14,51,270	11,15,162

Note :-

Secured Loan

- 1 Term Loan from State Bank of India is secured against Hypothecation of Inventories & book debts. Company's Immovable properties form part of the Collateral security and the Directors have given their Personal Guarantee for the same.
- 2 Term loan facilities availed from State Bank of India is secured against hypothication of vehicle.

Maturity Profile of Term Loans are as set out below :

(Amount in Rs.)

Sr. No.	Financial Years	Secured Term Loans from Banks / Car Loan
(a)	2020-21	21,46,316
	Sub Total	21,46,316
(b)	2021-22	4,57,386
(c)	2022-23	5,02,712
(d)	2023-24	3,71,273
(e)	2024 & above	1,19,892
	Sub Total	14,51,263
	Total	35,97,579

Note No. 15

(Amount in Rs.)

Trade payable	As at 31/03/20	As at 31/03/19
Non-current		
Sundry Creditors		
(i) Due to Micro & Small Enterprises	-	-
(ii) Others	-	32,414
TOTAL	-	32,414
Current		
Sundry Creditors		
(i) Due to Micro & Small Enterprises	2,33,245	55,18,868
(ii) Others	3,86,25,343	3,69,90,466
TOTAL	3,88,58,588	4,25,09,334

Note :-15.1

There are no Micro and Small Enterprises to whom Company owes dues, which are outstanding for more than 45 days as at 31st March, 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company

Note :-15.2

All Trade Payables are non-interest bearing and payable or settled within normal operating cycle of the Company.

Note No. 16

(Amount in Rs.)

Other financial liabilities	As at 31/03/20	As at 31/03/19
Non-current		
a) Interest accrued	-	-
b) Unpaid dividends	-	-
TOTAL	-	-
Current		
a) Current maturities of long-term debt	21,46,309	2,44,581
b) Current maturities of finance lease obligations	-	-
c) Unpaid dividends	28,46,601	31,91,537
d) Other payable	2,04,749	-
TOTAL	51,97,659	34,36,118

Note - 16.1

Unclaimed dividend does not include any amount, due & outstanding, to be credited to Investors, Education and Protection Fund.

Note - 16.2

Current maturities of long term debt to the extent of Rs. 21,46,309 are secured by way of charge by hypothecation of vehicle/Plant & Machinery.

Note No. 17

(Amount in Rs.)

Provisions	As at 31/03/20	As at 31/03/19
Non-current		
Employee benefit - leave encashment	23,36,306	25,94,626
Employee benefit - gratuity	77,58,616	77,00,870
TOTAL	1,00,94,922	1,02,95,496

Current	As at 31/03/20	As at 31/03/19
Employee benefit - leave encashment	10,43,521	6,49,931
Employee benefit - other provision	58,93,146	43,86,936
Employee benefit - gratuity	11,43,468	10,65,629
Provision for expenses	15,51,720	21,30,564
TOTAL	96,31,855	82,33,060

Note No. 18

(Amount in Rs.)

Current borrowings	As at 31/03/20	As at 31/03/19
Unsecured - at amortised cost		
a) Loans repayable on demand		
- from banks Overdraft	-	-
- from others	-	-
b) Loans from related parties	-	-
c) Loans from other parties	-	-
d) Deposits	-	-
e) Other loans	-	-
Secured - at amortised cost		
a) Loans repayable on demand		
- from banks State Bank of India Cash Credit	1,26,82,106	3,23,22,201
b) Loans from related parties	-	-
c) Loans from bank	-	-
d) Loans from other parties	-	-
e) Deposits	-	-
f) Others loans	-	-
TOTAL	1,26,82,106	3,23,22,201

Secured Loan

Cash Credit from State Bank of India is secured against Hypothecation of Inventories & book debts.

Company's Immovable properties form part of the Collateral security and the Working Directos have given their Personal Guarantee for the same. Loan is repayable on demand.

Note No. 19

(Amount in Rs.)

Current tax assets and liabilities	As at 31/03/20	As at 31/03/19
Current tax assets		
Benefit of tax losses to be carried back to recover taxes paid in prior periods	-	-
Tax refund receivable	35,59,504	7,44,354
Others	-	-
TOTAL	35,59,504	7,44,354
Current tax liabilities		
Income tax payable	-	-
Others	-	-
TOTAL	-	-

Note No. 20

(Amount in Rs.)

Other current liabilities	As at 31/03/20	As at 31/03/19
Non current		
Security deposit from distributors	6,25,000	6,45,000
TOTAL	6,25,000	6,45,000
Current	As at 31/03/20	As at 31/03/19
Advances / Credit from customers	19,64,534	3,69,048
Statutory Dues payable	15,61,431	27,35,013
TOTAL	35,25,965	31,04,061

Note - 20.1

Statutory dues includes indirect taxes, tax deducted at source, ESIC, provident fund, professional tax and other local authority taxes.

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED

(Amount in Rs.)

PARTICULARS	NOTE No.	Year Ended 31/03/20	Year Ended 31/03/19
Revenue From Operations	21		
Sale of Products		33,57,17,821	46,26,59,389
Less : Returns, Discounts etc.		-	1,86,816
Net Sales		33,57,17,821	46,24,72,573
Other Operating Revenues		-	-
TOTAL		33,57,17,821	46,24,72,573

(Amount in Rs.)

Other Income:	NOTE No.	Year Ended 31/03/20	Year Ended 31/03/19
Interest Income	22	1,57,828	1,84,554
Misc Income		1,01,841	-
Dividend Income		-	3,162
Sundry Balance Written off		37,936	54,840
Profit on Sale of Assets		-	1,08,263
Incentive on Export		1,961	23,281
TOTAL		2,99,567	3,74,100

(Amount in Rs.)

Cost Of Materials Consumed:	NOTE No.	Year Ended 31/03/20	Year Ended 31/03/19
Purchases Raw-Materials	23	21,11,11,311	30,51,14,428
Add: Opening Balance of Stock		4,40,69,285	6,42,98,862
		25,51,80,596	36,94,13,290
Less: Closing Balance of Stock		3,91,82,740	4,40,69,285
Consumption of Material		21,59,97,856	32,53,44,005
Total Consumption Of Materials		21,59,97,856	32,53,44,005

(Amount in Rs.)

Changes In Inventories	NOTE No.	Year Ended 31/03/20	Year Ended 31/03/19	
Finished Goods	24			
At the beginning of the Accounting Period		3,29,21,115	3,07,86,882	
At the end of the Accounting Period		3,85,18,049	3,29,21,115	
		(55,96,934)	(21,34,233)	
Work-In-Process				
At the beginning of the Accounting Period		9,68,07,459	7,63,21,699	
At the end of the Accounting Period	7,66,81,112	9,68,07,459		
	2,01,26,347	(2,04,85,760)		
TOTAL		1,45,29,413	(2,26,19,993)	

Employee Benefits Expense	NOTE No.	Year Ended 31/03/20	Year Ended 31/03/19
Salary and Wages	25		
Factory Wages		2,06,55,806	2,18,54,226
Office Staff Salary		1,62,51,054	1,70,34,494
Marketing Staff Salary & Incentives		23,84,721	22,65,968
Directors Remuneration		26,04,939	26,43,250
Contribution to Provident & Other Funds			
Contribution to Provident Fund		31,20,038	27,74,549
Contribution to Employees State Ins.Fund		1,57,263	2,59,144
Contribution to Other Funds		2,121	2,244
Contribution to Gratuity Fund		16,46,103	13,18,274
Contribution to Super Annuation Fund		14,31,188	14,89,394
Other Expenses			
Workers & Staff Welfare	18,09,895	20,08,038	
Bonus & Exgratia	16,29,195	19,03,045	
Leave With Wages	3,40,119	9,18,114	
Perquisites to Employees	4,69,390	8,61,602	
Recruitment Expenses	-	9,666	
TOTAL		5,25,01,832	5,53,42,008

(Amount in Rs.)

Financial Costs:	NOTE No.	Year Ended 31/03/20	Year Ended 31/03/19
Interest Expenses	26		
Interest to Bank		29,61,203	17,15,690
Interest to Bank On Vehicle Loan		1,47,316	85,386
Interest to Bank On Term Loan		1,48,862	62,608
Interest on TDS & Other Taxes		9,533	14,754
Bank Charges		3,08,670	4,28,504
TOTAL		35,75,584	23,06,942

(Amount in Rs.)

Depreciation And Amortization Expenses:	NOTE No.	Year Ended 31/03/20	Year Ended 31/03/19
Depreciation	27	83,98,801	85,55,821
TOTAL		83,98,801	85,55,821

(Amount in Rs.)

Other Expenses:	NOTE No.	Year Ended 31/03/20	Year Ended 31/03/19
A. Manufacturing Expense :	28		
Consumption Of Stores And Spare Parts			2,70,32,878
Opening Stock		3,27,83,776	1,56,87,172
Add : Purchases		89,44,103	
		4,17,27,879	4,27,20,050
Less : Closing Stock		3,43,29,012	3,27,83,776
		73,98,867	99,36,274
Freight Inward		1,51,632	3,47,302
Power & Fuel		1,42,96,103	1,68,03,295
Water Charges		5,02,248	5,91,208
Repair to Machinery		19,61,070	40,79,194
Rectification Charges/Sample Testing Charges		1,16,711	2,77,067
SUB TOTAL		2,44,26,632	32,034,340
B. Administrative Expense	NOTE No.	Year Ended 31/03/20	Year Ended 31/03/19
Car Hire Expenses		2,79,290	3,20,864
Festival Celebration Expenses		1,86,126	1,97,190
Donation		801	4,100
Subscription/Membership Fees		3,45,000	2,95,000
Electricity Expenses		19,063	15,925
Rates & Taxes		5,21,555	4,69,639
General Expenses		2,50,273	3,97,891
Garden Exps		57,886	1,14,670
Rent		9,86,331	9,70,638
Insurance		3,81,342	10,31,152
Legal Expenses		49,846	18,784
Service Tax		6,39,662	-
News Paper & Periodicals		69,276	84,253
Payment to The Auditors		1,10,713	1,09,704
Postage Telephone & Courier Exp.		4,95,379	7,27,527
Professional Charges		62,07,172	63,78,998
Printing & Stationery		7,45,918	9,10,283
Repair to Buildings		52,246	9,05,190
Repair & Maintenance (General)		15,34,242	26,01,499
Loss on Impairment of Assets		-	17,490
Security Guard Exp.		19,70,619	18,73,592
Vehicle Running Expenses(conveyance)		1,39,183	1,41,108
Share Transfer Exps		21,565	47,766
Statutory Filing Fees		21,599	11,750
Directors Commission		-	4,04,742
Directors Sitting Fees		1,30,000	1,05,000
SUB TOTAL		1,52,15,087	1,81,54,755
C. Selling & Distribution Expense			
Advertisement Exps.		3,62,222	2,89,342
Freight & Cartage(Outward)		15,49,580	19,59,009
Sale Commission & Incentives		1,20,903	1,10,211
Turn Over Discount		11,27,843	9,11,720
Sales Tax / Gvat Tax Expenses/GST Exp.		95,639	-
Packing Material		16,53,686	23,60,464
Sales Promotion/Conference Exp		13,233	1,19,063
Travelling Expenses		4,27,305	5,46,103
Travelling Expenses (Marketing)		1,66,023	1,39,062
Bad Debts including provision for doubtful Debts		1,00,000	-
Commercial Claims Paid		-	2,345
SUB TOTAL		56,16,435	64,37,319
TOTAL (A+B+C)		4,52,58,154	5,66,26,414

Note No. 29
NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2020

1. As per opinion of the Board of Directors the Current Assets, Loans and Advances and Current Liabilities as reflected in the Balance Sheet represent the value they would realize to become payable as the case may be in the ordinary course of business.
2. We have relied on the management representation in respect of determining reuse / sale of T.C. scrap, worn out Cylpebs and acceptance of rejection claims.
3. Exchange difference amounting to Rs.4,619/- (P.Y. Rs.3,87,022/-) has been adjusted in the cost of corresponding raw materials/consumables, Rs.NIL/- (P.Y. Rs. - NIL-) has been adjusted in export sales
4. Micro Small and Medium Enterprise Development Act, 2006

As per requirement of Section 22 of Micro, Small & Medium Enterprises Development Act, 2006 following information disclosed to the extent identifiable

(Amount in Rs.)

	Particulars	2019-20	2018-19
a)	(i) The principal amount remaining unpaid to any supplier at the end of accounting year	2,33,245	55,18,868
	(ii) The interest due on above	-	-
	Total of (i) & (ii)	2,33,245	55,18,868
b)	The amount of interest paid by the buyer in terms of Section 16 of the Act along with the amount of the payment made to suppliers beyond the appointed day during each accounting year.	-	-
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act.	-	-
d)	The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e)	The amount of further interest remaining due and payable even in the succeeding years. Until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of Act.	-	-

5. Provision for taxation has been made during the year as per completed Income Tax Assessment of the Company.
6. Segment Reporting:- The Company has only one business segment "Tungsten and Tungsten Carbide Products" as primary segment as required by Ind AS 108 "Operating Segment" under the companies (Indian accounting standard) Rules 2015. The secondary segment is geographical which is given as under:

(Amount in Rs.)

Sr. No.	Sales & Services	2019-20	2018-19
a)	Within India	33,56,35,893	46,06,89,858
	Outside India	81,928	17,82,715
	TOTAL	33,57,17,821	46,24,72,573

Sr. No.	Other Income	2019-20	2018-19
b)	Within India	2,99,566	3,74,100
	Outside India	-	-
	TOTAL	2,99,566	3,74,100

7. Related Party Disclosure as per Ind AS 24 issued by Institute of Chartered Accountant of India.

Part. A – Details of related parties.

Sr. No.	Nature of relationships		
1	Key Managerial Personnel	Mr. J. C. Bhatia	Managing Director
		Mr. A. R. Master	Chief Financial Officer
		Mr. K. M. Shinde	Company Secretary
		Mr. B. D. Markad	Chief Operating Officer
		Mr. L. M. Bijlani	Director
		Mr. C. G. Cholera	Director
		Mr. D. D. Kanitkar	Director
		Mrs. Gayatri Parikh	Director
2	Related Party	Mr. C. J. Bhatia	Son of Managing Director
		Mrs. D.J. Bhatia	Wife of Managing Director

Part. B – Disclosure of Transactions between the Company and Related Parties.

(Amount in Rs.)

Sr. No.	Nature of Service	Name	Year Ended 31st March, 2020	Year Ended 31st March, 2019
1	Remuneration	Mr. J. C. Bhatia	*32,87,813	32,82,189
2	Rent	Mrs. D.J. Bhatia	9,60,000	9,44,080
3	Rent	Mr. C. J. Bhatia	5,11,355	4,85,280
4	Sitting Fees	Mr. C. J. Bhatia	-	5,000
5	Salary	Mr. B D Markad	22,85,388	24,01,937
6	Salary	Mr. A. R. Master	15,85,857	16,62,394
7	Salary	Mr. K. M. Shinde	8,29,024	8,98,809
8	Sitting Fees	Mr. L. M. Bijlani	15,000	20,000
9	Commission	Mr. L. M. Bijlani	-	80,948
10	Sitting Fees	Mr. C. G. Cholera	25,000	20,000
11	Commission	Mr. C. G. Cholera	-	80,948
12	Sitting Fees	Mr. D. D. Kanitkar	30,000	25,000
13	Commission	Mr. D. D. Kanitkar	-	80,948
14	Sitting Fees	Mr. B. V. Dholakia	35,000	30,000
15	Commission	Mr. B. V. Dholakia	-	80,949
16	Sitting Fees	Mrs. Gayatri Parikh	25,000	5,000
17	Commission	Mrs. Gayatri Parikh	-	80,949

(*Includes Contribution to Gratuity & Superannuation - Rs 4,57,120 (P.Y. Rs. 4,10,123))

8. Deferred Tax Assets/(Liabilities)

(Amount in Rs.)

Sr. No.	Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
1	Deferred Tax Liability		
	Related to Fixed Assets - Depreciation	(5,52,429)	(20,94,673)
	Re-measurement of Investments	(1,23,679)	-
2	Deferred Tax Assets		
	Provision for Leave encashment	8,78,755	8,93,957
	Provision for Doubtful Debts	26,000	-
	Provision for Gratuity	23,14,541	3,10,840
	Total – Net Deferred Tax Assets (Liabilities)	25,43,188	(8,89,877)

9. Contingent Liabilities and Commitment :-

(To the extent not provided only)

- a) Company's Income Tax Assessments have been completed up to the Assessment year 2018-19. In the opinion of the management, provision made in books is sufficient to cover liabilities in respect of pending assessments.
- b) Company's Vat Assessments have been completed up to the Financial Year 2014-15.
- c) Show Cause Notices / Demands for Excise / Service Tax / Income Tax claims raised by Department and contested by the Company are Rs. -NIL- (P. Y. Rs. 8.00 lakhs). The Company has paid Rs.-NIL- (P.Y. Rs. 2.97 lakhs) under protest. Management has taken legal opinion that the provision made in the books is sufficient to cover the liabilities.
- d) Contingent Liabilities

(Amount in Rs.)

Sr. No.	Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
a)	Claim against the company not acknowledged as debts	NIL	8,00,247
b)	Guarantees / Letters of Credit	47,45,214	8,28,214
c)	Other money for which the Company's commitments / Liability Commitments	1,77,87,009	87,66,499
d)	Estimated amount of contract remaining to be executed on Capital account and not provide for	8,56,280	6,45,412
e)	Uncalled Liability on Shares and other Investment partly paid	NIL	NIL
f)	Other commitments / Counter Guarantee	NIL	NIL
g)	Issue of Securities for specific purpose	NIL	NIL
h)	Detail of any assets other than Fixed Assets and Non-current Investments which do not have a value on realization on the Ordinary Course of Business at least Equal to the amount at which they are stated	NIL	NIL

10. Payment to The Auditors As:

(Amount in Rs.)

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
For Statutory Fees	75,000	75,000
For Taxation Matters	NIL	NIL
For Management Services	NIL	NIL
For Other Services	25,000	25,000
For Reimbursement of Expenses	10,713	9,704
TOTAL	1,10,713	1,09,704

11. As per Ind AS 19 "Employee Benefits", the disclosure of employee benefits as defined in the Indian Accounting Standard (IndAS) are given below:

(Amount in Rs.)

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Expenses recognized for defined Contribution Plan		
Company's contribution to Provident Fund	31,20,038	27,74,549
Company's contribution to ESIC	1,57,263	2,59,144
Company's contribution to Super Annuation Fund	14,31,188	14,89,394
TOTAL	47,08,489	45,23,087

All Permanent Employees having served from the 1st day of their employment are entitled to the benefits of the contribution to Provident Fund. The Company contributes specified percentage of the salary paid to Employees to the Defined Fund.

Defined Benefit Plan - Gratuity

All Employees who have completed five years or more of service are entitled to benefits of Gratuity.

The Company has the Employee's Group Gratuity Scheme managed by Life Insurance Corporation of India which is a Defined Benefit Plan. The Employees Leave Encashment scheme, which is unfunded. Below table sets forth the changes in the projected benefit obligation and plan assets and amounts recognized in the Balance Sheet as at 31st March, 2020 and 31st March, 2019 being the respective Measurement dates:

A) Reconciliation of opening and closing balances of the Present Value of the Defined Benefit Obligation

(Amount in Rs.)

Particulars	Gratuity	
	As at 31st March 2020	As at 31st March 2019
Present Value of Defined Benefit Obligation at the beginning of the year	1,96,27,859	1,74,34,064
Current Service Cost	10,65,629	8,50,600
Interest Cost	12,18,922	10,95,246
Components of Actuarial (gain) / loss		
Due to Change in financial assumptions	8,17,483	2,81,600
Due to Change in demographic assumption	46,734	-
Due to experience adjustments	(4,73,925)	17,53,440
Past service cost	-	-
Benefits paid	(8,54,093)	(17,87,091)
Present Value of Defined Benefit obligation at the end of the year	2,14,48,609	1,96,27,859

B) Reconciliation of opening and closing balances of the Fair Value of the Plan Assets

(Amount in Rs.)

Particulars	Gratuity	
	As at 31st March 2020	As at 31st March 2019
Fair Value of Plan Assets at the beginning of the year	1,08,61,360	1,06,45,859
Return on plan assets including interest Income	7,50,214	7,24,456
Contributions	17,89,044	12,78,136
Benefits paid	(8,54,093)	(17,87,091)
Actuarial gain / (loss)	NIL	NIL
Fair value of Plan Assets at the end of the year	1,25,46,525	1,08,61,360

C) Expenses recognized in Profit and Loss

(Amount in Rs.)

Particulars	Gratuity	
	As at 31st March 2020	As at 31st March 2019
Current Service Cost	10,65,629	8,50,600
Past service cost and loss/(gain) on curtailments and settlement	-	-
Interest Cost	5,80,474	4,67,674
Opening service cost and interest cost	-	-
Net Cost recognized in Statement of Profit and Loss	16,46,103	13,18,274

D) Expenses recognized in Other Comprehensive Income

(Amount in Rs.)

Particulars	Gratuity	
	As at 31st March 2020	As at 31st March 2019
Components of actuarial gain / losses on obligations:		
Due to change financial assumptions	8,17,483	2,81,600
Due to change in demographic assumptions	46,734	-
Due to experience adjustments	(4,73,925)	17,53,440
Return on Plan Assets excluding amounts included in Interest Income	(1,11,766)	(96,884)
Opening Provision to be made	-	-
Net Cost recognized in Other Comprehensive Income	2,78,526	19,38,156

E) Assumptions used to determine the Defined Benefit Obligations:

(Amount in Rs.)

Particulars	Gratuity	
	As at 31st March 2020	As at 31st March 2019
Mortality rate	0.09% to 1.12%	0.09% to 1.15%
Discount rate (per annum)	6.25%	7.05%
Expected rate of Return on Plan Assets (per annum)	-	-
Expected rate of increase in Salary (per annum)	8.00%	8.00%
Expected Average remaining working lives of Employees (Years)	5.00% at younger age and 1.00% at older age	5.00% at younger age and 1.00% at older age

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

F) Sensitivity Analysis :

Particulars	Change in Assumption	Effect on Gratuity obligation
For the year ended 31st March 2019		(Amount in Rs.)
Discount Rate	+ 0.5%	1,91,63,546
	- 0.5%	2,01,18,426
Salary Growth Rate	+ 0.5%	20,070,477
	- 0.5%	1,91,95,892
Withdrawal rate	W. R. x 110%	1,96,27,299
	W. R. x 90%	196,25,187
For the year ended 31st March 2020		
Discount Rate	+ 0.5%	20,92,8734
	- 0.5%	2,20,00,763
Salary Growth Rate	+ 0.5%	2,19,16,023
	- 0.5%	2,09,83,646
Withdrawal rate	W. R. x 110%	2,14,40,689
	W. R. x 90%	2,14,56,552

Sensitivity analysis is performed by varying a single parameter while keeping all other parameters unchanged. Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The method used does not indicate anything about the likelihood of change if any parameter and the extent of the change if any.

G) History of Experience adjustments is as follows:

(Amount in Rs.)

Particulars	Gratuity
For the year ended 31st March 2019	
Plan Liabilities – (loss) / gain	1,96,27,859
Plan Assets – (loss) / gain	(1,08,61,360)
For the year ended 31st March 2020	
Plan Liabilities – (loss) / gain	2,14,48,609
Plan Assets – (loss) / gain	(1,25,46,525)

H) Estimate of Expected Benefit Payments

(Amount in Rs.)

Particulars	Gratuity
1st April, 2020 to 31st March, 2021	72,17,196
1st April, 2021 to 31st March, 2022	26,06,563
1st April, 2022 to 31st March, 2023	18,20,733
1st April, 2023 to 31st March, 2024	19,05,161
1st April, 2024 to 31st March, 2025	10,08,683
1st April, 2025 to 31st March, 2026 and onwards	84,40,841

I) Statement of Employee Benefit Provision

(Amount in Rs.)

Particulars	Gratuity	
	As at 31st March 2020	As at 31st March 2019
Fair Value of Plan Assets	(1,25,46,525)	(1,08,61,360)
Present Value of Obligation	2,14,48,609	1,96,27,859
Opening Balance	-	-
Amount recognized in Balance Sheet	89,02,084	87,66,499

J) Current and Non – Current provision for Gratuity.

(Amount in Rs.)

Particulars	Gratuity	
	As at 31st March 2020	As at 31st March 2019
Current	11,43,468	10,65,629
Non-Current	77,58,616	77,00,870
Opening Balance	-	-
Total	89,02,084	87,66,499

K) Reconciliation of net defined benefit liability

(Amount in Rs.)

Particulars	Gratuity	
	As at 31st March 2020	As at 31st March 2019
Opening provision in books of accounts	87,66,499	67,88,205
Employee Benefit Expense – Table C	16,46,103	13,18,274
Amounts recognized in other comprehensive income	2,78,526	19,38,156
Contributions to plan assets	(17,89,044)	(12,78,136)
Closing provision in books of accounts	89,02,084	87,66,499

- L) Gratuity payable as per revised accounting Ind AS 19 & actuarial valuation submitted by independent actuaries difference of fair market value of defined plant & present value of defined plant has been provided in other comprehensive income amounting to Rs. 2,78,526/- including past service cost, interest cost and liability of earlier year and difference in actuarial liability including service cost and interest cost for the year 31.03.2020.

Unfunded defined plan: leave encashment

- A) Reconciliation of opening and closing balances of the Present Value of the Defined Unfunded Benefit Obligation
(Amount in Rs.)

Particulars	Leave Encashment	
	As at 31st March 2020	As at 31st March 2019
Present Value of Unfunded Defined Benefit obligation at the beginning of the year	32,44,557	26,74,045
Current Service Cost	5,87,290	4,73,428
Interest Cost	2,05,831	1,96,542
Components of Actuarial (gain) / loss		
Due to Change in financial assumptions	1,41,488	55,748
Due to Change in demographic assumption	325	-
Due to experience adjustments	(5,94,815)	1,92,396
Benefits paid	(2,04,849)	(3,47,602)
Present Value of Defined Benefit obligation at the end of the year	33,79,827	32,44,557

- B) Expenses recognized in Profit and Loss

(Amount in Rs.)

Particulars	Leave Encashment	
	As at 31st March 2020	As at 31st March 2019
Current Service Cost	5,87,290	4,73,428
Interest Cost	2,05,831	1,96,542
Re-measurements of obligation	(4,53,002)	2,48,144
Benefit paid	-	-
Net Cost recognized in Statement of Profit and Loss	3,40,119	9,18,114

- C) Components of actuarial gain/losses on obligation

(Amount in Rs.)

Particulars	Leave Encashment	
	As at 31st March 2020	As at 31st March 2019
Components of actuarial gain / losses on obligations:		
Due to change in financial assumptions	1,41,488	55,748
Due to change in demographic assumptions	325	-
Due to experience adjustments	(5,94,815)	1,92,396
Net actuarial gain/loss	(4,53,002)	2,48,466

D) Assumptions used to determine the Defined Benefit Obligations:

Particulars	Leave Encashment	
	As at 31st March 2020	As at 31st March 2019
Mortality rate	0.09% to 1.12%	0.09% to 1.15%
Discount rate (per annum)	6.25%	7.05%
Expected rate of Return on Plan Assets (per annum)	-	-
Expected rate of increase in Salary (per annum)	8.00%	8.00%
Expected Average remaining working lives of Employees (Years)	5.00% at younger age and 1.00% at older age	5.00% at younger age and 1.00% at older age
Leave Availment Rate	1.00%	1.00%
Leave Encashment Rate	1.00%	1.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market..

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of Plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.

E) Sensitivity Analysis :

Particulars	Change in Assumption	Effect on Gratuity obligation
For the year ended 31st March 2019		(Amount in Rs.)
Discount Rate	+ 0.5%	31,52,742
	- 0.5%	33,42,130
Salary Growth Rate	+ 0.5%	33,40,782
	- 0.5%	31,53,115
Withdrawal rate	W. R. x 110%	32,39,585
	W. R. x 90%	32,49,684
For the year ended 31st March 2020		
Discount Rate	+ 0.5%	32,89,719
	- 0.5%	34,76,001
Salary Growth Rate	+ 0.5%	34,73,938
	- 0.5%	32,90,740
Withdrawal rate	W. R. x 110%	33,73,061
	W. R. x 90%	33,86,864

Sensitivity analysis is performed by varying a single parameter while keeping all other parameters unchanged. Sensitivity analysis falls to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the Projected Unit Credit method has been applied as when calculating the defined benefit obligation recognized within the Balance Sheet. The method used does not indicate anything about the likelihood of change if any parameter and the extent of the change if any.

F) History of Experience adjustments is as follows:

(Amount in Rs.)

Particulars	Leave Encashment
For the year ended 31st March 2019	
Plan Liabilities – (loss) / gain	32,44,557
Plan Assets – (loss) / gain	-
For the year ended 31st March 2020	33,79,827
Plan Liabilities – (loss) / gain	
Plan Assets – (loss) / gain	-

G) Estimate of Expected Benefit Payments

(Amount in Rs.)

Particulars	Leave Encashment
1st April, 2020 to 31st March, 2021	10,43,521
1st April, 2021 to 31st March, 2022	3,39,874
1st April, 2022 to 31st March, 2023	2,45,215
1st April, 2023 to 31st March, 2024	3,01,505
1st April, 2024 to 31st March, 2025 and onwards	17,08,599

H) Statement of Employee Benefit Provision

(Amount in Rs.)

Particulars	Leave Encashment	
	As at 31st March 2020	As at 31st March 2019
Fair Value of Plan Assets	33,79,827	32,44,557
Present Value of Obligation	-	-
Amount recognized in Balance Sheet	33,79,827	32,44,557

I) Current and Non - Current provision for Gratuity.

(Amount in Rs.)

Particulars	Leave Encashment	
	As at 31st March 2020	As at 31st March 2019
Current	10,43,521	6,49,931
Non-Current	23,36,306	25,94,626
Total	33,79,827	32,44,557

J) Reconciliation of net defined benefit liability

(Amount in Rs.)

Particulars	Leave Encashment	
	As at 31st March 2020	As at 31st March 2019
Opening provision in books of accounts	32,44,557	26,74,045
Employee Benefit Expense – Table B	1,35,270	5,70,512
Re-measurement of opening balance	-	-
Closing provision in books of accounts	33,79,827	32,44,557

12. Earnings per share (EPS)

The following is a reconciliation of the Equity Shares used in the computation of basic and diluted earnings per Equity Share:		Number of Shares	
Sr. No.	Particulars	As at 31st March 2020	As at 31st March 2019
(i)	Issued Equity Shares	53,71,245	53,71,245
	Weighted Average Shares outstanding – Basic and Diluted	53,71,245	53,71,245

Net Profit available to Equity Shareholders of the Company used in the basic and diluted earnings per share was determined as follows:

(Amount in Rs.)

Sr. No.	Particulars	As at 31st March 2020	As at 31st March 2019
(i)	Profit and Loss after Tax for attributable to Equity Shareholders	(9,55,816)	2,65,68,810
(ii)	Basic Earning per Equity Share	(0.18)	4.95
(iii)	Face Value per Equity Share	10.00	10.00

13. Operating Lease Commitments (Company is a Lessee)

The Company does not have any operating leasing arrangement in respect of vehicles and there are no commitment with respect to lease rental payable.

14. Events Occurring after Balance Sheet

a) The financial statements were approved for issue by the board of directors on June 30, 2020.

b) Dividend proposed to be distributed:-

(Amount in Rs.)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
Dividend proposed for Equity Shareholders @ Rs. –NIL- (P.Y. Rs.1.50) per share	-	80,56,868
Total	-	80,56,868

15. Value of Imports calculated of C.I.F. basis by the Company the financial year in respect of:

(Amount in Rs.)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
Raw Materials	6,85,34,391	9,95,66,751
Components and Spare Parts	5,42,082	12,36,525
Capital Goods	-	-
Total	6,90,76,473	10,08,03,276

16. Expenditure in Foreign Currency during the Financial year on account of:

(Amount in Rs.)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
Repairs Plant & Machinery	NIL	3,21,567
Total	NIL	3,21,567

17. The amount remitted during the year in Foreign currency:

(Amount in Rs.)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
On account of dividends	NIL	NIL

18. Earning In Foreign Exchange:

(Amount in Rs.)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
Exports of Goods on FOB Basis	81,928	17,82,715
Interest and Dividends	NIL	NIL
Other Income	NIL	NIL
Total	81,928	17,82,715

19. Break up of Consumption:

(Amount in Rs.)

	Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
a)	Raw Materials		
	Indigenous	12,52,37,106	19,32,37,260
	%	57.98	59.39
	Imported	9,07,60,750	13,21,06,745
	%	42.02	40.61
	Total Consumption	21,59,97,856	32,53,44,005

(Amount in Rs.)

	Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
b)	Spare Parts & Components		
	Indigenous	51,25,959	95,12,074
	%	69.28	95.73
	Imported	22,72,908	4,24,200
	%	30.72	4.27
	Total Consumption	73,98,867	99,36,274

20. Consumption of Raw Materials

(Amount in Rs.)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
Blue Tungsten Oxide	8,02,18,774	8,90,04,697
Oxide of Metal	10,13,46,000	17,41,63,250
Cobalt	2,35,24,036	4,33,21,680
Tungsten Carbide Powder	42,46,513	55,36,458
Yellow Tungsten Oxide	NIL	39,18,000
Tanbc	42,74,041	48,69,725
Others	23,88,485	45,30,195
Total	21,59,97,856	32,53,44,005

21. Opening / Closing Stock of Raw Material

(Amount in Rs.)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
Blue Tungsten Oxide	1,83,47,009	71,59,274
Oxide of Metal	1,29,29,000	1,75,80,000
Cobalt	35,35,889	78,27,801
Tungsten Carbide Powder	12,56,982	9,82,039
Tanbc	23,33,869	44,56,770
Others	7,79,991	60,63,381
Total	3,91,82,740	4,40,69,285

22. Turnover

Tungsten & Tungsten Carbide Products

(Amount in Rs.)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
a) Manufactured		
i) Sintered	25,84,97,275	35,08,36,151
ii) Intermediary Products	7,38,56,796	10,88,16,572
b) Purchased		
i) Resale of Raw Material	33,63,750	28,19,850
Total	33,57,17,821	46,24,72,573

23. Opening / Closing Stock – Finished Goods

Tungsten & Tungsten Carbide Product

(Amount in Rs.)

Particulars	Year Ended 31st March 2020	Year Ended 31st March 2019
a) Manufactured	3,85,18,049	3,29,21,115
b) Purchased	NIL	NIL
Total	3,85,18,049	3,29,21,115

24. Financial Instruments

i) Fair value measurement hierarchy:

(Rs. In Lakhs)

Particulars	As at 31st March, 2020			
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At Fair Value through Profit and Loss				
Mutual Funds				
At FVTOCI				
Investment in Equity instruments	6.52		6.52	
Investment in Debt instruments				
At Amortised cost				
Trade Receivables	673.42			
Cash and cash equivalents	14.87			
Bank balances other than above	33.00			
Other asset	40.39			
Total	761.68		6.52	

(Rs. In Lakhs)

Particulars	As at 31st March, 2020			
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial liabilities				
Trade Payables	388.59			
Borrowings	141.33			
Other Financial liabilities	51.98			
Total	581.90			

(Rs. In Lakhs)

Particulars	As at 31st March, 2019			
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At Fair Value through Profit and Loss				
Mutual Funds				
At FVTOCI				
Investment in Equity instruments	5.27		5.27	
Investment in Debt instruments				
At Amortised cost				
Trade Receivables	890.68			
Cash and cash equivalents	12.61			
Bank balances other than above	32.45			
Other assets	41.08			
Total	976.82		5.27	
Financial liabilities				
Trade Payables	425.42			
Borrowings	334.37			
Other Financial liabilities	34.36			
Total	794.15			

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. There are no transfers between levels 1 and 2 during the year. The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

i) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or dealer quotes for similar instruments
- The fair value of the remaining financial instruments is determined using NAV.
- Valuation of unquoted equity shares is done by external valuation agency.
- Changes in Level 2 fair value are analysed at the end of each reporting period.

25. Financial Risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk.
- Liquidity risk, and
- Market risk

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk controls and to monitor risks. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

i) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, deposit and other receivables. Credit risk is managed through continuous monitoring of receivables and follow up of overdues.

Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter parties, and does not have any significant concentration of exposures to specific industry sector or specific country risks.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer, demographics of the customer, default risk of the industry and country in which the customer operates, Credit risk is managed through credit approvals, establishing credit limits, and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has used expected credit loss (ECL) model for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

(Rs. In Lakhs)

	Particulars	As at 31st March, 2020	As at 31st March, 2019
a	Balance at the beginning of the year	674.42	890.68
b	Provision made during the year	1.00	-
c	Provision reversed during the year	-	-
d	Balance at the end of the year	673.42	890.68

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligation as they fall due. The Company ensures that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition.

Maturities of Financial Liabilities

The table herewith analyse the Company's Financial Liabilities into relevant maturity groupings based on their contractual maturities for:

The amount disclosed in the table are the contractual undiscounted cash flow, Balance dues within the 12 months equal there carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities

(Rs. In Lakhs)

Particulars	Less than 1 year	More than 1 year	Total
As at 31st March, 2020			
Non-derivatives			
Other Financial Liabilities	51.98	NIL	51.98
Borrowings	126.82	14.51	141.33
Trade payables	388.59	NIL	388.59
Total Non-derivative liabilities	567.39	14.51	581.90

Particulars	Less than 1 year	More than 1 year	Total
As at 31st March, 2019			
Non-derivatives			
Other Financial Liabilities	7.93	26.43	34.36
Borrowings	323.22	11.15	334.37
Trade payables	425.10	0.32	425.42
Total Non-derivative liabilities	756.25	37.90	794.15

iii) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and other price risk such as commodity risk, Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt.

Price Risk

The Company is mainly exposed to the price risk due its investment in equity instruments and equity & debt mutual fund. The price risk arises due to unascertainty about the future market value of these investments.

Management Policy

The Company maintains its portfolio in accordance with framework set by risk management policies duly monitored by competent professionals.

26. Capital management

The Company's capital management objectives are:

- To ensure the Company's ability to continue as going concern; and
- To provide an adequate return to shareholders through optimization of debts and equity balance.

The Company monitors capital on the basis of the carrying amount of debt less cash and cash equivalents as presented on the face of the financial statements. The Company's objective for capital management is to maintain an optimum overall financial structure.

(Amount in Rs.)

For the year ended	31st March, 2020	31st March, 2019
Debt (includes non-current, current borrowings and current maturities of long term debt)	1,62,79,685	3,36,81,944
Less : Cash and cash equivalents	14,86,908	12,61,380
Net Debt	1,47,92,777	3,24,20,563
Total Equity	24,46,98,180	25,53,60,725
Net debt to total equity ratio	0.060	0.127

27. Use of Estimates and Judgments

The preparation of the Company's financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in these notes.

28. Details of Hypothecation of Assets

Inventory and Debtors are Hypothecated as security for working capital borrowings.

29. Commission to Non-Executive Director

Remuneration of Rs.-NIL- to the Non-Executive Directors.

30. Figures of the previous year have been re-grouped/re-arranged wherever necessary to conform to this year's classification as per Schedule III of the companies Act, 2013.

**Auditor's Report Signed in terms of our separate report of even date
For Maloo Bhatt & Co.**
Chartered Accountants

Yash Bhatt
Partner
M. No. 117745
FR No. 1259572W

Place : Vadodara
Date : 30th June, 2020.

A. R. Master
Chief Financial Officer

Kamlesh M. Shinde
Company Secretary
M No. : 35836

For and on behalf of the Board

D. D. Kanitkar Chairman,
Din No. 03523774
J. C. Bhatia Managing Director
Din No. 00250737
C. G. Cholera Non Executive Director
Din No. 00131143
L. M. Bijlani Non Executive Director
Din No. 01871816
Gayatri Parikh Independent Director
Din No. 00045529

Form No. SH-13-Nomination Form
[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014]

To,
 (Name of the Company) _____
 (Address of the Company) _____
 _____ Pin code _____

I/ We _____
 residing at _____
 _____ the holder(s) of the securities particulars
 of which are given hereunder wish to make nomination and do hereby nominate the following person in
 whom shall vest, all the rights in respect of such securities in the event of my/our death.

1) Particulars of the Securities (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

2) Particulars of Nominee

Name: _____		Date of Birth: ___/___/___	
Father's/ Mother's/ Spouse's name: _____		Occupation: _____	Nationality: _____
E-mail id: _____			
Phone No : _____	Relationship with the security holder: _____		
Address: _____ _____ _____ Pin code _____			

Please affix
 recent passport
 size photograph
 of the Nominee
 signed across

Signature of the Nominee

3) In case Nominee is a Minor

Date of birth: ___/___/___	Date of attaining Majority ___/___/___	Name of guardian: _____
Address of guardian: _____ _____ Pin code _____		

Name of the Security Holder(s)	Signature
1. _____	_____
2. _____	_____
3. _____	_____
Name of witness	Signature of Witness with date
Address of witness: _____ _____ _____ Pin code _____	_____
Place: _____ Date: ___/___/___	

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s. SHAREX DYNAMIC (INDIA) PVT. LTD., C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400083. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. Affixing photograph of the Nominee is not mandatory and if affixed the nominee should sign across the photograph.

FOR OFFICE USE ONLY		
Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

From :



If undelivered please return to :
RAPICUT CARBIDES LIMITED
Registered Office :
Plot No. 119, GIDC,
Ankleshwar - 393 002.