

Rapicut Carbides Limited

Regd. Office & Works :

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



An ISO 9001 CERTIFIED COMPANY

CIN : L28910GJ1977PLC002998

PAN No. AAACR8753N

**Listing/Corporate Relationship Dept
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001.**

Ref: RCL:KMS:BSE:INTI/AGM /18:

Date: 28th August, 2018

Dear Sir,

Subject: Notice of 41st Annual General Meeting, Book Closure and Remote E-voting Information.

Scrp Code: 500360

In continuation to our intimation dated 11th August, 2018 please be informed that the 41st Annual General Meeting (AGM) of the Company will be held on Saturday, 22nd September, 2018 at 12.00 Noon at Hotel Sadanand, Rajpipla Road, Ankleshwar- 393002, to transact the Ordinary and Special Businesses as per the notice convening the AGM. Please take note of that:

1. Notice of the AGM along with the Annual Report for the financial year ended 31st March, 2018 has been sent through electronic mode and physical mode.
2. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Books will remain closed from Saturday, 15th September, 2018 to Saturday, 22nd September, 2018 (both days inclusive) for the purpose of payment of Dividend to the members whose name appear on Register of Members as on Friday, 14th September, 2018.
3. Dividend for the financial year ended 31st March, 2018, as recommended by the Board of Directors of the Company, if approved at the AGM will be paid to the members on or after 3rd October, 2018.
4. The remote e-voting period begins on 18th September, 2018 at 9.00 am and will end on 21st September, 2018 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 15th September, 2018 may cast their vote electronically.

The Notice and the Annual Report is also available and can be downloaded from the Company's website: (www.rapicutcarbides.com). Please find enclosed notice of the 41st AGM of the Company.

Thanking you,

For RAPICUT CARBIDES LIMITED



**Kamlesh M. Shinde
(Company Secretary)**

NOTICE

41st Annual General Meeting

NOTICE is hereby given that 41st Annual General Meeting of the Members of Rapicut Carbides Limited will be held on Saturday, 22nd September, 2018 at 12.00 noon at Hotel Sadanand, Rajipla Road, Ankleshwar - 393 002, Gujarat, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements comprising the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date, the reports of the Board and Auditors thereon.
2. To declare a dividend for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Shri. Chetan G Cholera (DIN: 00131143) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s Maloo Bhatt & Co., as Statutory Auditors:

“RESOLVED in partial modification of the resolution passed at the Fortieth Annual General Meeting of the Company held on 23rd September, 2017 and pursuant to the enforcement of first proviso and explanation to Section 139 of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 and all other applicable sections read with relevant rules under the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) that M/s. Maloo Bhatt & Co., Chartered Accountants (Firm Registration No. 129572W), who were appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the Fortieth Annual General Meeting shall continue to hold such office till the conclusion of the Forty Forth Annual General Meeting without any ratification from the members at a remuneration inclusive of Goods and Service tax and such other tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a special resolution:
“RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time in force and consent of the Company be and is hereby accorded to the re-appointment of Shri. Jagdish C Bhatia as a “Managing Director” of the Company, for a period of five years commencing from 1st August, 2018 upon the terms and conditions as set out hereunder, with further liberty to the Nomination and Remuneration Committee and/or Board of Directors to alter and vary the said terms and conditions in such manner as may be agreed to between the Directors and Shri. Jagdish C Bhatia.”

Basic Salary

Basic Salary of Rs. 21,00,000/- (Rupees Twenty One Lakhs only) per annum with the authority to the Board of Directors or the Remuneration Committee as may be constituted, to revise the basic salary not exceeding by 30% over the last salary drawn.

Perquisites & Allowances

The perquisites and allowances shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs, medical reimbursement, leave travel concession for self and family including dependents, medical insurance, personal accident insurance and such other perquisites and/or allowances. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof, in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. The amount of these perquisites and allowances will be restricted to an amount of Rs. 21,00,000/- (Rupees Twenty One Lakhs only) per annum with the authority to the Board of Directors or the Remuneration Committee as may be constituted, to revise the perquisites and allowances not exceeding 30% of the total value of the perquisites of the previous year.

The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income-tax law and gratuity payable and encashment of leave as per the rules of the Company and to the extent not taxable under the Income-tax law shall not be, in case of inadequate or absence of profit, included for the purpose of computation of the overall ceiling of remuneration in terms of Section IV of Part II of Schedule V to the Companies Act, 2013.

Commission

In the event of adequate profit in the financial year and as may be decided by the Board of Directors at the time of adoption of accounts, commission, in addition to the salary, perquisites and allowances as above, will be payable to the Managing Director not exceeding the ceiling in respect of overall remuneration as prescribed under Section 196, 197 and 198 of the Companies Act, 2013.

Other Benefits :

- i) Leave : 30 days leave once in every year of service, with liberty to encash unavailed leave at the end of his tenure.
- ii) Contribution to Provident Fund, Superannuation Fund/Annuity Fund in accordance with the rules of the Company.
- iii) The Managing Director will be provided with a Company maintained car with driver. If driver is not on pay roll of the Company, the reimbursement of Driver's salary to the Managing Director at actuals will be made. The provision of a telephone at the residence and one mobile for official use. The Company will bill long distance personal telephone calls. Car for use on Company's business and telephone at residence will not be considered as perquisites.
- iv) Gratuity at a rate not exceeding half a month's salary for each completed year of service.

Other Material Terms :

- i) Reimbursement of entertainment expenses, travelling and hotel expenses at actuals for the Company's business and/or allowances as per the Company's Rules shall be allowed.
 - ii) No sitting fees shall be paid for attending the meeting of the Board or any Committee thereof.
 - iii) The Managing Director shall not so long as he functions as such become interested or otherwise concerned directly or through his wife and/or children in any selling agency of the Company without the prior approval of the Central Government.
 - iv) The Managing Director shall not directly or indirectly engage himself in any employment or business without the previous sanction of the Board of Directors.
 - v) The Managing Director shall devote his substantial time and attention to the business of the Company, perform his duties truly and faithfully and comply with the directives given to him from time to time by the Board and further he shall not disclose to any person, firm or company any confidential information. The above may be treated as an abstract of the terms of overall remuneration payable to Shri. Jagdish C Bhatia under section 197 of the Companies Act, 2013.
6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a special resolution:
"RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the payment of commission to the Directors (other than the Managing Director and Whole time Director) not exceeding 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of the said Act, such commission being divisible amongst the aforesaid Directors, in such proportion and in such manner as may be decided by the Board of Directors of the Company for a period of five financial year of the Company commencing from the financial year ending 31st March, 2018."

By Order of the Board

Date : 11th August, 2018
Place : Mumbai

Kamlesh M Shinde
(Company Secretary)

NOTES

1. A member entitled to attend and vote at 41st Annual General Meeting (hereinafter "the meeting") is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be a member of the Company. The Instrument appointing Proxy should, however be submitted at the Registered Office of the Company not less than Forty-Eight hours before the commencement of the meeting. Proxies submitted on behalf of Bodies Corporate, Societies, AMC's must be supported by appropriate resolutions, as applicable. Blank Proxy form is enclosed.

Pursuant to the provision of Section 105 of the Companies Act, 2013 a person can act as a Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or shareholder.

2. Members/Proxies/Authorized Representatives are requested to bring their copy of the Annual Report to the meeting along with duly filled in Attendance Slip enclosed herewith for attending the meeting.
3. Corporate Members intending to send their Authorized Representative to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their Representative to attend and/or vote on their behalf at the meeting to the Company.
4. The Annual Report duly circulated to the Members of the Company is available on the Company's Website at 'www.rapicutcarbides.com' and on the website of Central Depository Services (India) Ltd. at www.evotingindia.com. Shareholders can register their queries, if any, on e-mail id: investors@rapicutcarbides.com.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 15th September, 2018 to Saturday, 22nd September, 2018 (both days inclusive) for the purpose of payment of dividend to the members whose name appear on Register of Members as on Friday, 14th September, 2018.
6. Dividend for the financial year ended 31st March, 2018, as recommended by the Board of Directors of the Company, if approved at the meeting will be paid to Members on or after 3rd October, 2018.
7. Members holding shares in the physical mode are requested to address their communications regarding transfer of shares, change of address etc., quoting their folio number(s) to the Company's Registrar & Share Transfer Agents:

Sharex Dynamic (India) Private Limited

Unit-1, Luthra Ind. Premises, 1st Floor, 44-E,
M Vasanti Marg, Andheri Kurla Rd, Safed Pool Andheri (E), Mumbai- 400072
Tel : 022 28515606 / 5644 Fax : 022 28512885
Email ID : sharexindia@vsnl.com
Website : www.sharexindia.com

8. In terms of Section 72 of the Companies Act, 2013, read with the applicable rules thereto, every holder of shares in the Company may nominate in the prescribed manner, a person to whom his/her shares in the Company shall vest in the event of his/her death. Nomination Form is attached at the end of the Annual Report.
9. Members seeking any information or clarification on the Annual Report are requested to send written queries to the Company at least one week before the date of the meeting to enable the Company to compile the information and provide replies at the meeting.
10. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity. Since trading is permitted in dematerialized form only, electronic transfer saves stamp duty and eliminates any possibility of loss of documents and bad deliveries.
The Shareholders can register their complaints, if any, on an e-mail ID of the Company: investors@rapicutcarbides.com/ or on the email id of the Registrar: sharexindia@vsnl.com.
11. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11.00 a.m. and 1.00 p.m. up to the day prior to the day of the meeting.
12. The Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial years 2010-2011 to 2016-2017 on the website of the IEPF viz. www.iepf.gov.in/ and under "Investor Section" on the website of the Company viz. www.rapicutcarbides.com.
13. In Compliance with Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid and unclaimed dividends for the financial year ended 31st March, 2010 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

In terms of Section 124 of the Companies Act 2013, all unpaid and unclaimed dividend for the financial year ended 31st March 2011 will be transferred to the Investor Education and Protection Fund set up by the Government u/s 125 of the Companies Act 2013 on 29th October, 2018 and thereafter no claim shall lie against the Company in respect of the said unpaid or unclaimed amount. Shareholders may approach Central Government for claiming the dividend transferred to Investor Education and Protection Fund and follow the procedure as per Rule 7 of IEPF (Accounting Audit, Transfer and Refund) Rules, 2016 (hereinafter referred as "IEPF Rules") for claiming unpaid dividend. The Company has uploaded the information in respect of Unclaimed Dividends for the years 2010-2011 to 2016-2017 on the website of the Company.

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

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

15. The Company's shares are listed on BSE Limited. The Company has paid the listing fees for the financial year 2018-19 to BSE Ltd. The Company has also paid custodial fees for the year 2018-19 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Company has served Annual Reports and other communications through physical mode. Members willing to avail various notices, communications and documents including Annual Reports in electronic mode are requested to write to the Company accordingly and register their e-mail ID's with the Company by intimating the same to the Registrar and Share Transfer Agents of the Company.
17. A route map showing directions to reach the venue of the 41st Annual General Meeting is given at the end of the Annual Report as per the requirement of Secretarial Standards-2 on "General Meeting".
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members, the facility to exercise their right to vote at the 41st Annual General Meeting by electronic means. The Instructions in this behalf are stated herein below:

Remote e-voting facility :

- A) The Company has appointed Central Depository Services (India) Limited ("CDSL") to provide the remote e-voting facility. In case of any query pertaining to e-voting, please visit Help & FAQ's section of CDSL e-voting website: www.evotingindia.com.
- B) Shri S. Samdani or in his absence Shri Suresh Kabra, Partners of M/s Samdani Shah and Kabra, Practicing Company Secretaries, Vadodara have been appointed as the Scrutinizer to scrutinize the e-voting process (including the polling papers received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- C) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e., 15th September, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or investors@rapicutcarbides.com. However, if a person is already registered with CDSL for e-voting then existing user ID and password can be used for casting vote.
- D) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- E) The facility for voting through ballot papers shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
- F) The Scrutinizer will immediately after the conclusion of voting at the meeting, count the votes cast at the meeting, thereafter will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer not later than 48 hours of conclusion of the meeting will submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

G) The results along with the Scrutinizer's Report will be placed on the website of the Company and on the website of Central Depository Services (India) Limited and will be communicated to BSE Limited.

H) **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 18th September, 2018, 9.00 am and ends on 21st September, 2018, 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 15th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Ex. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the Depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Rapicut Carbides Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobile. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the MobileApp while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Name of the Director	Shri Chetan G. Cholera	Shri Jagdish C Bhatia
Date of Birth	12th June, 1966	13th August, 1935
Date of Appointment	28th April, 2009	05th April, 1977
Qualification	D.M.E.	BA (Economics), LLB.
Experience in specific functional areas	Finance, Admin, Legal, Management.	Finance, Admin, Marketing, Legal, Management.
Directorships in other Public Companies	Nil	Nil
Chairman/ Member of the Committees of the Board of Directors of the Company	Member in Nomination and Remuneration Committee and Chairman in Stake Holder's Relationship Committee.	Member in Audit Committee and Stake Holder's Relationship Committee. Chairman in CSR Committee.
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	Nil	Nil
No. of Shares held in the Company	100	69010.
Inter-se Relationship between Directors	N/A	Father of Shri. Chander J Bhatia, Non Executive Director.
Director Identification Number	00131143.	00250737.

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013.****Item No. 5**

The present term of Office of Shri. J.C. Bhatia, Managing Director of the Company has come to an end on July 31st, 2018. Upon the recommendation of the Nomination and Remuneration Committee the Board of Directors of the Company (The Board) at its meeting held on 26th May, 2018 has, subject to the approval of Members, reappointed Shri. J.C. Bhatia as Managing Director for a further period of five years with effect from 1st August, 2018. The terms & conditions including remuneration payable to Shri. J.C. Bhatia are set out in the draft of the agreement to be entered in to by the Company. Shri. J.C. Bhatia is one of the Promoter Directors of the Company. His invaluable effort and contribution has helped the Company successfully tide over economic down slide in the past and put the Company on a sustained growth path. Shri. J.C. Bhatia's reappointment as Managing Director will ensure that his astute leadership will take the Company forward and establish its brand equity amongst the peers.

Since Shri. J.C. Bhatia has attained the age of 83 years and maintains good health. He oversee all day to day operations of the Company and attends all the meetings of the Board and Committees in addition to attending general meetings of the members. Hence, approval for his re-appointment is sought from the Members of the Company by way of a Special resolution as required under Schedule V to the Act.

The above may be treated as an abstract of the terms of overall remuneration payable to Shri. Jagdish C. Bhatia under section 190 of the Companies Act, 2013.

The Board recommends the re-appointment of Shri. Jagdish C. Bhatia as the Managing Director of the Company.

Except Shri. Jagdish C. Bhatia and Shri. Chandrashekhar alias Chander J. Bhatia and their relatives to the extent of shareholdings, no other Director is concerned or interested in this Resolution.

Item No. 6

The Shareholders at their meeting held on 22nd September, 2012 has approved the payment of Commission to the non whole time Directors of the Company not exceeding 1% (one percent) per annum of the net profits of the Company for a period of 5 years commencing from the financial year ending 31st March, 2013 under the provisions of Section 309 of the erstwhile Companies Act, 1956 (now repealed and re-enacted as the Companies Act, 2013).

The Board of the Company comprises of highly experienced and proficient Directors who have been devoting their valuable time in guiding the Company with their mature advice and direction. It will be fit and proper to reward them by payment of Commission on net profits of the Company.

It is therefore proposed that the Directors of the Company other than Managing Director/Whole Time Director be paid, in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board and/or Committees thereof, Commission of 1% (one percent) on the net profits of the Company, calculated in accordance with the applicable provisions of the Companies Act, 2013 for a period of five financial years commencing from the financial year ending 31st March, 2018.

The proposed Special Resolution seeks to obtain the approval of the Shareholders for the said payment of Commission to Directors.

All the Directors except Shri. Jagdish C Bhatia are concerned or interested in passing of this Resolution.

The Board commends the Resolutions set out at item no. 5 and 6 of the Notice for your approval.
