

Rapicut Carbides Limited



Rapicut

Regd. Office & Works :

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

An ISO 9001 CERTIFIED COMPANY

CIN : L28910GJ1977PLC002998

PAN No. AAACR8753N

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

REF: RCL:KMS:BSE-AGM-40/17:

Date: 26th August, 2017

Dear Sir,

**Sub: Notice of AGM Date, Book-closure Date and E-Voting Dates.
Ref: Scrip Code: 500360**

We hereby inform you that as per Regulation 30 read with Clause 13 of Para A of Part A of Schedule III, Regulation 42 and Regulation 44(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015:

- 1) The 40th Annual General Meeting of the Company will be held on **Saturday, 23rd September, 2017.**
- 2) Register of Members and Share Transfer Books of the Company will remain closed **from Monday, 18th September, 2017 to Saturday, 23rd September, 2017 (both days inclusive)** for ascertaining the members who would be entitled to the dividend that may be declared at the 40th Annual General Meeting of the Company.
- 3) The remote E-Voting period will commence **from Wednesday, 20th September, 2017 at 09.00 a.m. and will close on Friday, 22nd September, 2017 at 05.00 p.m.** Only those members would be eligible to vote through E-voting or Ballot paper who are members of the Company on Cut-off date i.e., **Saturday, 16th September, 2017.**

Please also find attached soft copy of the Notice of Annual General Meeting setting out the details as mentioned above for your reference and record.

Thanking you,

Yours faithfully,
For RAPICUT CARBIDES LIMITED

**Kamlesh M. Shinde
(Company Secretary and Compliance Officer)**

Encl: As above.

C/C TO:-

- 1) **SHAREX DYNAMIC (INDIA) PVT. LTD.
UNIT-1, LUTHRA IND. PREMISES,
SAFED POOL, ANDHERI -KURLA ROAD,
ANDHERI (E), MUMBAI -400 072.
TEL: 022-2851 5606/5644**
- 2) **CENTRAL DEPOSITORY SERVICES (I) LTD. 3) **NATIONAL SECURITIES DEPOSITORY LTD.
PHIROZE JEEJEEBHOY TOWERS 4TH FLOOR, "A" WING,
17TH FLOOR, FORT, DALAL STREET TRADE WORLD, KAMLA MILLS COMPOUND
MUMBAI - 400 001. SENAPATI BAPAT MARG, LOWER PAREL
TEL: 22-2272 3333 MUMBAI - 400 013.
TEL: 022-2499 4200****

NOTICE
40th Annual General Meeting

NOTICE is hereby given that 40th Annual General Meeting of the Members of Rapicut Carbides Limited will be held on Saturday, the 23rd September, 2017 at 12.00 noon at Hotel Sadanand, Rajpipla Road, Ankleshwar - 393 002, Gujarat, to transact the following ordinary business :

1. To receive, consider and adopt the Audited Financial Statements comprising the Balance Sheet as at 31st March, 2017, 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, 2017.
3. To appoint a Director in place of Shri. Jagdish C Bhatia (DIN: 00250737) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Maloo Bhatt & Co., Chartered Accountants, Vadodara as Statutory Auditors of the Company and in this regard, to consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force, M/s Maloo Bhatt & Co., Chartered Accountants, Vadodara, (ICAI Firm Registration No. 129572W) being eligible and having Peer Review Certificate be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, until the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2021 at such Remuneration plus Service Tax, Out-of-Pocket, Travelling Expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board

Place : Mumbai
Date : 12th August, 2017

Kamlesh Shinde
(Company Secretary)

NOTES

1. **A member entitled to attend and vote at 40th 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 **Monday, 18th September, 2017 to Saturday, 23rd September, 2017** (both days inclusive) for the purpose of payment of dividend.
6. Dividend for the financial year ended 31st March, 2017, as recommended by the Board of Directors of the Company, if approved at the Annual General Meeting will be paid to Members on or after 29th September, 2017.
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 Forms can be obtained from the Registrar & Share Transfer Agents of the Company.
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 savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
The Shareholders can register their complaints, if any, on an exclusive 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 Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012. The objective of these Rules is to help the shareholders ascertain Status of the unclaimed amounts and overcome the problem due to misplacement of intimation thereof by post etc. The Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial years

2009-2010 to 2015-2016 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, 2009 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 2010 will be transferred to the Investor Education and Protection Fund set up by the Government u/s 125 of the Companies Act 2013 on 30th October, 2017 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 2009-2010 to 2015-2016 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 2017-18 to BSE Ltd. The Company has also paid custodial fees for the year 2017-18 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 40th 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 40th 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 ie. 16th September, 2017, 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.
- E) The facility for voting through ballot papers shall be made available at the Annual General 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 3 days of conclusion of the meeting will submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.
- G) The results along with the Scrutinizer's Report will be placed on the website of the Company and on the website of Central Depository Services (India) Limited and will be communicated to BSE Limited.

H) The Instructions for e-voting are as under:

- a) The voting period begins on Wednesday, 20th September, 2017, at 9.00 am and ends on Friday, 22nd September, 2017, 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 of 16th September, 2017 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.
- 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 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 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 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. Eg. If your name is RameshKumar 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) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • 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) 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.
- k) For Members 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 "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.

- 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 out 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 changed 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- t) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u) 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:

Item No. 3 :

Name of the Director	Shri Jagdish C Bhatia
Date of Birth	13th August, 1935
Date of Appointment	05th April, 1977
Qualification	BA (Economics), LLB.
Experience in specific functional areas	Finance, Admin, Marketing, Legal, Management.
Directorships in other Public Companies	Nil
Chairman/ Member of the Committees of the Board of Directors of the Company	Member 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
No. of Shares held in the Company	69010.
Inter-se Relationship between Directors	Father of Shri. Chander J Bhatia, Executive Director.
Director Identification Number	00250737.



RAPICUT CARBIDES LTD.

Registered Office : Plot No.119, GIDC Industrial Area, Ankleshwar - 393 002 (Gujarat).
CIN : L28910GJ1977PLC002998 Phone No: +91-2646-251118, Fax: +91-2646-251019
Email: investors@rapicutcarbides.com, Website: www.rapicutcarbides.com

**FORM NO. MGT-11
PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

Name of the Member(s):

Registered address:

E-mail ID:

Folio No. / *DP ID No.....and *Client ID:

(*applicable for investors holding shares in electronic form.)

I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name: E-mail ID:

Address

Signature, or failing him/her

2. Name: E-mail ID:

Address

Signature, or failing him/her

3. Name: E-mail ID:

Address

Signature, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting, to be held on Saturday, 23rd September, 2017 at 12.00 Noon. at Hotel Sadanand, Rajpipla Road, Ankleshwar - 393 002, (Gujarat) and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

*I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
1	To receive, consider and adopt the Audited Financial Statements comprising the Balance Sheet as at 31st March, 2017, 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, 2017.		
3	To appoint a Director in place of Shri. Jagdish C Bhatia (DIN: 00250737) who retires by rotation and being eligible, offers himself for re-appointment.		
4	To appoint M/s Maloo Bhatt & Co., Chartered Accountants, Vadodara as Statutory Auditors of the Company.		

Signed this day of 2017.

Affix Re.1/-
Revenue
Stamp

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

- Please put a (✓) in the appropriate column against the resolutions indicated in the Box. Alternatively you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number 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. Further, 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 proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. Those members who have multiple folios with different joint holders may use copies of this Proxy form.

RAPICUT CARBIDES LTD.

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CIN: L28910GJ1977PLC002998, Phone No: +91-2646-251118 Fax: +91-2646-251019
Email: investors@rapicutcarbides.com, Website: www.rapicutcarbides.com

ATTENDANCE SLIP

Annual General Meeting – 23rd September, 2017.

DP ID - Client ID/ Folio No. :	
Name and Address of Sole Member :	
Name of Joint Holder(s) :	
No. of Shares Held :	

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 40th Annual General Meeting of the Company at Hotel Sadanand, Rajpipla Road, Ankleshwar- 393002 at 12.00 Noon on 23rd September, 2017.

.....
Member(s) / Authorised Representative/Proxy's Signature*

ROUTE MAP TO THE VENUE OF THE AGM .

