

Rapicut Carbides Limited

Regd. Office & Works :

119, GIDC Industrial Area,

Ankleshwar - 393 002, Gujarat (India)

Tel. : ++91 (2646) 251118, 221071, Fax : 251019

e-mail : info@rapicutcarbides.com

Web site : www.rapicutcarbides.com



CERTIFICATE NO. : 04 100 990693-E3

Rapicut

THRU' COURIER SERVICE

Department of Corporate Service/
Corporate Relationship Department,
Market Operations Department
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.
Fax : 022-2272 3121/2272 3719

REF: WKS:ARM:BSE-AGM-NOTICE/13: 358

Date: 28-08-2013

Dear Sir,

Sub: Notice & Agenda of 36th Annual General Meeting to be held on 07-09-2013.
Ref : Code: 500360

This has reference to above subject, please find enclosed herewith Notice & Agenda of 36th Annual General Meeting to be held on 07-09-2013 for your reference & record.

You are requested to note of the same on your record.

Thanking you,

Yours faithfully,
For RAPICUT CARBIDES LIMITED

A handwritten signature in blue ink, appearing to read 'A R Master'.

A R Master
Asst. Vice-President (Finance)

Encl: As above - 3 Copies.

Eg-2013.doc

NOTICE

Notice is hereby given that the THIRTY SIXTH ANNUAL GENERAL MEETING of the Members of RAPICUT CARBIDES LIMITED will be held on Saturday, 7th September, 2013 at 12.00 noon at Hotel Sadanand, Rajpipla Road, Ankleshwar - 393 002, Gujarat, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31-03-2013.
3. To appoint a Director in place of Shri. B.V. Dholakia, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri. D.D. Kanitkar, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint M/s. D. N. Shukla & Company, Chartered Accountants, the retiring Auditors as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution
"RESOLVED that upon the recommendation of the Directors and in accordance with Article 82 of the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("the Regulations") and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, a sum of Rs.3,22,27,470 made up out of the General Reserve of the Company be and is hereby capitalized, and accordingly, the said sum of Rs.3,22,27,470 be and is hereby set free for distribution as Capital amongst the holders of the existing 21,48,498 Equity Shares of Rs.10/- each of the Company whose names stand on the Company's Register of Members on such date as may be fixed by the Board of Directors in that behalf, and the said sum of Rs.3,22,27,470 so capitalized and set free for distribution be applied on behalf of the above referred Equity Shareholders of the Company in paying up in full at par 32,22,747 Equity Shares of Rs.10/- each to be allotted and distributed or credited as fully paid up Bonus Equity Shares to and amongst the above referred Equity Shareholders in the proportion of Three new Equity Shares for every Two existing Equity Shares held by them, subject to the following terms and conditions :
 - i) The new Equity Shares so distributed shall be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such Shareholder and not as income;
 - ii) The new Equity Shares to be issued and allotted as fully paid Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company;
 - iii) The new Equity Shares to be issued as fully paid Bonus Shares pursuant to this Resolution shall in all respects rank pari-passu with the existing fully paid up Equity Shares of the Company save and except that the Bonus Shares shall be entitled only to such Dividends as may be declared after the allotment of the Bonus Shares in pursuance to this Resolution;
 - iv) No Letter of Allotment shall be issued in respect of the said new Equity Shares but in the case of Members who hold Equity Shares or opt to receive the Bonus Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched within such time as prescribed by law and the relevant authorities.
 - v) Allotment of Bonus Shares to the Non Resident shareholders of the Company shall be subject to the approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999 and regulations framed thereunder.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps to list the Bonus Shares issued on the BSE Limited.

"RESOLVED LASTLY THAT For the purpose of giving effect to this Resolution and for removal of any difficulties, the Board of Directors of the Company or any committee thereof be and is hereby authorised to do all acts, deeds, matters and things as may, in its absolute discretion, be necessary, expedient, desirable, usual or proper and to give such directions from time to time as may be deemed necessary or desirable and to settle any questions or difficulties whatsoever (including any question or difficulty in connection with any deceased or insolvent shareholder/s suffering from disability or in respect of allotment of fractional shares) that may arise with regard to the issue, allotment and distribution of the said new Equity Shares as Bonus Shares and to modify on behalf of the Company any term or condition in regard to the Bonus issue including the amount to be capitalized and/or the proportion referred to above which the Directors, in their discretion, consider necessary or expedient and their decision shall be final and binding on all members and other persons concerned."

7. To consider, and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

"RESOLVED that pursuant to section 16 and all other applicable provisions of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause V."

"Clause V :

The Authorised Capital of the Company is Rs.8,00,00,000 (Rupees Eight Crores) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

8. 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 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered as follows :-

- a) By deleting the existing Clause (a) of Article 3 and substituting in its place and stead, the following as new Clause (a) of Article 3.

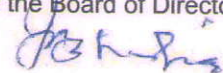
"Article 3 (a) :

The Capital of the Company is Rs.8,00,00,000 (Rupees Eight Crores) divided into 80,00,000 (Eighty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each."

- 9) To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, approval of the Company be and is hereby accorded to the reappointment of Shri. J.C. Bhatia, as Managing Director of the Company, for a period of 5 (five) years with effect from 1st August, 2013, on the terms and conditions including remuneration as set out in the Draft agreement submitted to this Meeting, which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board") which term shall be deemed to include any Committee of the Board constituted to exercise its powers, to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under the Companies Act, 1956 or any amendments thereto, as may be agreed to between the Board and Shri.J.C. Bhatia."

By Order of the Board of Directors



J. C. Bhatia

Managing Director

Registered Office:
Plot No.119, GIDC,
Ankleshwar - 393002.
Date: 27th July, 2013.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. BLANK PROXY FORM IS ENCLOSED.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business to be transacted at the General Meeting is annexed hereto and forms part of this notice.
3. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 9th August, 2013 to Monday, 12th August, 2013 (both days inclusive).
4. Relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all days, except Saturdays, Sundays and public holidays until the date of the Annual General Meeting or any adjournment thereof.
5. The dividend as recommended by the Directors, if declared at the meeting, will be paid on or before 7th October, 2013 to those Members whose names appear on the Register of Members as on 12th August, 2013 or to their mandatees.
6. Shareholders are advised to avail of the facility for receipt of future dividends through Electronic Clearing Service (ECS). Shareholders holding shares in dematerialised mode are requested to contact their respective DP's for availing ECS facility. Shareholders holding shares in physical form are requested to collect the ECS form from the Registrar and Transfer Agents (RTA) and the same duly filled in and signed alongwith a Xerox copy of a cancelled cheque may be sent to the RTA.
7. Beneficial Owners holding shares in electronic / demat form are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant. Members holding shares in physical form are requested to notify any change in their address, bank account etc. to the Registrar and Share Transfer Agents, SHAREX DYNAMIC (INDIA) PVT. LTD. With a view to prevent fraudulent encashment of dividend warrants, members holding shares in physical form are advised to furnish to the Registrars the particulars of their bank account with a request to incorporate the same in the dividend warrant.
8. Pursuant to section 205-A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of payment is required to be transferred to Investor Education and Protection Fund of the Central Government and accordingly all unclaimed dividend upto and including the final dividend paid for the accounting year ended 30-06-96 have been transferred to the Investor Education and Protection Fund set up by the Government u/s 205-A of The Companies Act, 1956. Please note that as per Section 205C of the Companies Act, 1956, no claim shall lie against the Company or the said Fund in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the date of payment and no payment shall be made in respect of such claims.
9. Members are requested to send in their queries at least a week in advance to the Secretarial Department at the Registered Office of the Company to facilitate clarifications during the meeting.
10. The Company's shares are listed on BSE Limited. The Company has paid the listing fees for the financial year 2013-14 to BSE. The Company has also paid custodial fees for the year 2013-14 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
11. Pursuant to the provisions of Section 109A of the Companies Act, 1956, members are entitled to make a nomination in respect of the shares held by them. Members desirous of making nominations are requested to submit Form No.2B (which may be obtained from the Company's Secretarial Department) duly filled in and signed by them to the Company's Registrars & Share Transfer Agents in case of shares held in Physical Form and to the Depository Participants in case of shares held in electronic form.
12. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website at www.rapicutcarbides.com.
13. Members wishing to avail of service / despatch of various notices, communications and documents including Annual Reports by the Company in electronic mode are requested to write to the Company accordingly and register their e-mail IDs with the Company by intimating the same to the Registrar and Share Transfer Agents of the Company.

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956.**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No.6

The Company had last issued the Bonus Shares during the year 1989–90. As a result of the Company's policy to plough back a part of its profits every year and retaining the same in reserves, the Company's reserves have increased to a healthy amount of Rs. 13,56,54,031 on 31st March, 2013.

The Directors at their meeting held on 27th July, 2013 have recommended to capitalize reserves to the extent of Rs. 3,22,27,470 for issue and allotment of Bonus Equity Shares in the proportion of Three new Bonus Equity Shares of Rs.10/- each fully paid up for every Two Equity Shares held by the members on the record date to be hereafter fixed by the Board. Consequent upon issue of Bonus Shares the paid up equity share capital of the Company would increase to Rs.5,37,12,450 consisting of 53,71,245 equity shares of Rs. 10/- each.

The new Equity Shares will rank pari-passu in all respects with the existing Equity Shares of the Company save and except that such new equity shares shall carry the right to receive dividend that may be paid/declared on or after the allotment of such Bonus Shares.

The issue of fully paid bonus shares by way of capitalization of reserves is allowed under Section 205 (3) of the Companies Act, 1956. The proposed issue of Bonus Shares also fulfills the SEBI regulations. Application will be made to the Bombay Stock Exchange for permission to listing and dealing in such Bonus Shares.

The Directors recommend the adoption of the Resolution. The Directors of the Company may be deemed to be concerned or interested in the issue of the new Equity Shares to the extent of the Shares held by them and / or their relatives.

Item No.7

In order to accommodate the additional shares to be issued on account of capitalization of the reserves of the Company and as may be approved by the shareholders it has become necessary to increase the Authorised Share Capital of the Company from the existing Rs.4,00,00,000 divided into 40,00,000 Equity Shares of Rs.10/- each to Rs.8,00,00,000 (Eight Crores) divided into 80,00,000 Equity Shares of Rs.10/- each. Article 5 of the Articles of Association of the Company read with section 94 of the Companies Act, 1956 authorizes such increase in the Authorized Share Capital.

It is therefore proposed to amend the Capital Clause of the Memorandum of Association of the Company in the manner set out in Item No.7 of the Notice of this Meeting.

Item No.8

The present Clause (a) of Article 3 of Articles of Association of the Company reads "The Capital of the Company is Rs.4,00,00,000 (Rupees Four Crores) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each."

The proposed insertion of new Clause (a) of Article 3 in the Articles of Association of the Company will reflect the increased amount of Authorized Capital as per Item No.7 above.

Item No.9

The present term of Office of Shri. J.C. Bhatia, Managing Director of the Company expires on July 31st, 2013. The Board of Directors of the Company (The Board) at its meeting held on July 27th, 2013 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, 2013. The terms & conditions including remuneration payable to Shri. J.C. Bhatia are set out in the draft of the agreement to be entered into 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 healthy 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.

Considering the economic slowdown, Shri J. C. Bhatia has voluntarily agreed to shoulder the responsibility of the Managing Director at the existing remuneration i.e. salary, perquisites and allowances the details whereof are as under :-

a) **BASIC SALARY**

Basic Salary of Rs. 12,00,000 (Twelve Lacs) 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 30% of the last salary drawn.

b) **PERQUISITES & ALLOWANCES**

The perquisites and allowances, as aforesaid, 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. 13,00,000/- (Thirteen Lacs) 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 included for the purpose of computation of the overall ceiling of remuneration.

c) **COMMISSION**

In the event of adequate profit in the financial year and as maybe 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 198 and 309 of the Companies Act, 1956.

d) **Other Benefits :**

- i) Contribution to Provident Fund, Superannuation Fund/Annuity Fund in accordance with the rules of the Company.
- ii) Leave : 30 days leave once in every year of service, with liberty to encash unavailed leave at the end of his tenure.
- iii) Gratuity at a rate not exceeding half a month's salary for each completed year of service.
- iv) The Managing Director will be provided with a Company maintained car with driver. If driver is not on pay roll of the Company then the reimbursement of Driver's salary to the Managing Director at actual 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.

e) **Other Material Terms :**

- i) Reimbursement of actual entertainment expenses, actual travelling and hotel expenses 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 minor 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) He 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.

Since Shri. J. C. Bhatia has attained the age of 75 years, approval for his re-appointment is sought from the Members of the Company by way of a Special resolution as required under Schedule XIII to the Act.

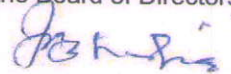
The above may be treated as an abstract of the terms of overall remuneration payable to Shri. Jagdish C. Bhatia under section 302 of the Companies Act, 1956.

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, no other Director is concerned or interested in this Resolution.

Registered Office:
Plot No.119, GIDC,
Ankleshwar-393002.
Date: 27th July, 2013.

By Order of the Board of Directors



J. C. Bhatia
Managing Director