Rapicut®

Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001.

Date: 2nd September, 2026

REF: RCL:KS:BSE-49:AGM:NOTICE/26

Dear Sir,

Subject: Notice of the 49th Annual General Meeting of the Company for the Financial Year 2025-26.

Ref: Scrip Code: 500360.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed Notice of the 49th Annual General Meeting of the company, that is being sent to all Shareholders, scheduled to be held on Saturday, September 26, 2026 at 12:30 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

You are requested to take a note of the same.

Thanking you,

Yours faithfully,

For RAPICUT CARBIDES LIMITED

KAMLESH MANSINGRAO SHINDE

Digitally signed by KAMLESH MANSINGRAO SHINDE
Date: 2026.09.02 21:01:51 +05'30'

Rapicut Carbides Limited Ankleshwar

Kamlesh Shinde
Company Secretary

NOTICE

49th Annual General Meeting

NOTICE is hereby given that the 49th Annual General Meeting ('AGM') of the Members of Rapicut Carbides Limited (' RCL') ('Company') will be held on Saturday, September 26, 2026 at 12.30 P.M. IST through Video Conferencing (VC) facility or Other Audio-Visual Means (OAVM), to transact the following businesses:

Ordinary Business :

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2026 along with the reports of the Auditors and the Board of Directors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended 31st March, 2026 and the reports of the Auditors and Board of Directors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Smt. Shruti A Gami (DIN: 08764442), who retires by rotation as a Director and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Smt Shruti A Gami (DIN: 08764442), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

3. To appoint Statutory Auditors of the Company and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the recommendation by the Audit Committee of the Company and the Board of Directors of the Company, M/s S M R P & Associates, Chartered Accountant (ICAI Firm Registration No: 146255W) be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 54th Annual General Meeting of the Company at a remuneration of Rs 5.00 Lakhs for Three financial years (excluding reimbursement of actual out of pocket expenses, Goods and Service Tax and fees for certification services) and with a further authority to the Board to fix remuneration of the Statutory Auditors for subsequent financial years on recommendation of the Audit Committee."

Special Business :

4. Increase in the Borrowing Limits of the Company and in this regard to pass the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 read with the rules made there under, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors to borrow, from time to time, in any manner, such sum or sum of monies upon such terms and conditions and with or without security as the Board may in its absolute discretion think fit, in one or more tranches, in excess of the aggregate of the paid up share capital and free reserves and securities premium of the Company, notwithstanding the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not, at any time, exceed Rs. 100 Crore (Rupees One hundred Crore).

"RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, the consent of the members be and is hereby accorded to authorise the Board of Directors of the Company to sell, lease or otherwise dispose of wholy or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of whole or substantially the whole of any such undertakings or to create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on all or any of the immovable and movable assets or properties of the Company, both present and future, wherever situated, on such terms and conditions as the Board of Directors may deem fit to secure, if necessary.

By the Order of the Board
Rapicut Carbides Limited

Registered Office:
119, GIDC Industrial Area,
Ankleshwar – 393002,
Gujarat, India.

Kamlesh M. Shinde
Company Secretary
M. No.: A35836

Place: Ankleshwar
Date: August 31, 2026

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NOTES

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5th May, 2020, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and General Circular No. 09/2024 dated September 19, 2024 and the Securities and Exchange Board of India vide its Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 (collectively referred to as 'SEBI Circulars') permitted the Companies for holding of the Annual General Meetings 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 ('SEBI Listing Regulations, 2015') and MCA Circulars, the 49th AGM of the Company will be held through VC/OAVM on Saturday, September 26, 2026 at 12.30 P.M. (IST). The deemed venue for the 49th AGM will be 119, GIDC Industrial Area, Ankleshwar – 393002, Gujarat, India. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. In Compliance with the MCA and SEBI Circulars, the Notice of the 49th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Further in compliance with Regulation 36 (1) (b) of SEBI LODR, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available] to those shareholder(s) who have not so registered have already been sent to respective shareholders.

3. 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.

4. Corporate Members intending to authorize their representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM are requested to send a Certified Copy of the Board Resolution / Authorization Letter to the Company by e-mail at investors@rapicutcarbides.com.
   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/EGM through VC/OAVM and cast their votes through e-voting.

5. Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the Quorum under Section 103 of the Act.

6. In line with the MCA Circulars, the Notice calling the AGM is uploaded on the website of the Company at www.rapicutcarbides.com. The Notice can also be accessed on the websites of the Stock Exchanges 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) i.e. www.evotingindia.com.

7. The details of the Directors seeking appointment / re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015 and para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and other applicable provisions are provided in Annexure – A to this Notice.

8. All documents referred to in the Notice will be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send a request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at investors@rapicutcarbides.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 January 24, 2022, transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. 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, MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com for assistance in this regard. in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide its Circular No. HO/38/13/11(12) 2026-MIRSD-POD/I/3750/2026 dated January 30, 2026 has opened a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of one year from February 05, 2026 till February 04, 2027. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company / RTA, as on date) will be issued only in demat mode.

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 Depository Participants (DP) in case the shares are held in electronic form and to the Registrar and Transfer Agent at rnt.helpdesk@in.mpms.mufg.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. 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 https://in.mpms.mufg.com/ 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 rnt.helpdesk@in.mpms.mufg.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 of the Financial Year 2018-2019 under "Investor Section" on the website of the Company viz. https://www.rapicutcarbides.com/Unclamied_&_Unpaid_Dividend.html. Members who have not claimed dividend for 2018-2019 are requested to claim the same by approaching the Company or Registrar and Transfer Agent.

14. In terms of Section 124 of the Act, all Unpaid and Unclaimed Dividend for the Financial Year ended March 31, 2019 will be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government u/s 125 of the Act, within 30 days from the due date i.e. October 22, 2025, and thereafter, no claim shall lie against the Company in respect of the said unpaid or unclaimed amount. Shareholders may approach IEPF Authority for claiming the Dividend transferred to Investor Education and Protection Fund and follow the procedure as per Rule 7 of IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred as "IEPF Rules") for claiming Unpaid Dividend.

    The unclaimed dividend of previous years are already transferred to IEPF A/c. Those members who wish to claim the dividend may follow the above mention process to claim the dividend from IEPF A/c.

    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 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 for transfer of shares 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 Web based 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.

15. 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 the SEBI Listing Regulations, 2015, (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. 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, during the AGM will be provided by CDSL.

16. 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 1,000 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 INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The remote e-voting period begins on Wednesday, September 23, 2026 at 9.00 A.M. IST and ends on Friday, September 25, 2026 at 5.00 P.M. IST. 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 Saturday, September 19, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for remote e-voting after Friday, September 25, 2026 (5.00 P.M. IST).

(ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote during the AGM.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 December 9, 2020, under Regulation 44 of the SEBI Listing Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meeting **for Individual shareholders holding securities in Demat mode in CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meeting **for Individual shareholders holding securities in Demat mode** in CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meeting for **Physical shareholders & shareholders other than Individual holding in Demat form :**

1) The shareholders should log on to the e-voting website: www.evotingindia.com.

2) Click on "Shareholders" module.

3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) 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.

6) If you are a first time user follow the steps given below:

	For Physical Shareholders and other than Individual shareholders holding shares in Demat
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 sent by Company/RTA or contact the Company/RTA.
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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the Rapicut Carbides Limited on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians – Remote Voting only.

- 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.

- 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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.

- Alternatively, Non Individual shareholders are required mandatorily 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; investors@rapicutcarbides.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Process for Registration for Speaker members

- Shareholders who wish to express their views or ask questions during the AGM may register themselves as a speaker by sending their request to investors@rapicutcarbides.com from 14th September 2026 till 18th September 2026 mentioning their name, Demat Account Number/Folio Number, email ID, mobile number and the subject matter/questions proposed to be raised.

- Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, from 14th September 2026 till 18th September 2026 to investors@rapicutcarbides.com, mentioning their name, Demat Account Number/Folio Number, email ID, mobile number and details of the queries. Such queries will be suitably responded to by the Company by email, subject to their relevance to the business of the AGM.

- Registered speakers may raise questions, comments or observations only in relation to the Annual Report, financial statements, Reports of the Board of Directors and Auditors, performance and affairs of the Company, matters contained in the Notice of the AGM, resolutions proposed for consideration, or any other matter lawfully placed before the Meeting.

- To ensure orderly conduct of the AGM and provide a fair and reasonable opportunity to Members, the Company may regulate the number and sequence of speakers having regard to the number of registered speakers, the business of the Meeting and the time available. Each registered speaker shall ordinarily be allowed a maximum of 3 (Three) minutes to express his/her views or raise questions and shall be requested to remain brief, specific and relevant.

- The Chairman shall have the authority to regulate the sequence, duration and conduct of speakers and take reasonable measures for the orderly, smooth and efficient conduct of the AGM, This shall apply uniformly to all Members participating in the AGM and shall not prejudice any statutory rights available to Members.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, 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.

10. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 investors@rapicutcarbides.com.

2. For Demat shareholders - Please update your Email ID & Mobile No. with your respective Depository Participant (DP).

3. **For Individual Demat shareholders- Please update your Email ID & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 21 09911.

Annexure-A

Details of the Directors seeking Appointment/Re-appointment at the 49th 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	Smt. Shruti Abhishek Gami
Director Identification Number	08764442
Age	36 Years
Date of first Appointment on the Board	July 01, 2020
Qualifications	M.Com, Diploma in Computer Application
Nature of Expertise in specific functional areas	Experience in handling Accounts, Administration and IT related activities.
Directorships in other Companies*	United Wolfram Pvt. Ltd.
Chairman/ Member of the Committees of the Board of Directors of the Company	Member of Nomination and Remuneration Committee and Stake holder's Relationship Committee
Chairman/Member of the Committees of the Board of Directors of other Companies in which she is a Director	Nil
No. of Shares held in the Company	5,96,421 Shares
Relationship with other Directors and other Key Managerial Personnel	Wife of Shri. Abhishek v, Gami (Managing Director)
No. of Meetings of the Board attended during the FY 2025-26.	6 out of 6
Terms and conditions of Appointment /Re-appointment	As per Resolution at Item No. 2 of the accompanying Notice of AGM.
Listed Entities from which the person has resigned in the past three years	NA

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the Ordinary & Special business mentioned at items below of the accompanying Notice dated 31st August 2026:

Item No. 3: Appointment of Statutory Auditors of the Company

The Members of the Company at the Forty Forth Annual General Meeting held on 28th September, 2021 approved the appointment of M/s. K C Mehta & Co., LLP Chartered Accountants, (ICAI Firm Registration No. 106237W), as Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the said Annual General Meeting till the conclusion of the Forty Ninth Annual General Meeting. M/s. K C Mehta & Co., LLP will complete their present term on conclusion of this Annual General Meeting.

The Board of Directors of the Company (“the Board”), at its meeting held on 31st August, 2026 has, considering the experience and expertise and on the recommendation of the Audit Committee, propose to the Members of the Company, appointment of M/s. S M R P & Associates, Chartered Accountants (ICAI Firm Registration No 146255W) as Auditors of the Company for a first term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Fifty Forth Annual General Meeting at a remuneration of Rs 5.00 lakhs for Three financial years each plus applicable taxes and reimbursement of out-of-pocket expenses, etc and with a further authority to the board to fix remuneration for subsequent financial years on the recommendation of Audit Committee.

The Brief profile of M/s. S M R P & Associates is as under:
M/s. S M R P & Associates, Firm Registration No. 146255W, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. with over 10 years of experience in providing Corporate & Non Corporate Taxation, International Taxation, Global Transfer Pricing, Valuation & IPO Advisory & Audit & Assurance Services.

M/s. S M R P & Associates have consented to their appointment as Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. M/s. S M R P & Associates have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to Statutory Auditors in connection with the statutory audit (including limited review) for the Three financial years will be Rs 5.00 lakhs. each The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration for the subsequent year(s) of their term will be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2026-27 and the remuneration paid to the Retiring Auditors for the financial year 2025-26.

The Audit Committee is of the opinion that based on the vast experience and expertise of the new auditors, the remuneration of Rs. 5.00 lakhs for financial year 2026-27 including fees for limited review reports is justified as compared to audit fees of Rs 6.00 lakhs (including fees for issuing limited review report for three quarters) of M/s K C Mehta & Co. LLP for the financial year 2025-26. The proposed fee is also in line with the industry benchmarks. The fees for any other professional work including certifications will be in addition to the audit fees and limited review report as mentioned above and will be decided by the management in consultation with the Auditors.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, financially or otherwise, concerned or interested in this item of business.

The Board recommends the passing of the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4: Increase the Borrowing Powers of the Board of Directors of the Company

The Company may, from time to time, require additional financial resources to meet its business expansion plans, capital expenditure, working capital requirements, acquisition of assets, refinancing of existing borrowings and other general corporate purposes. Accordingly, the Company may need to avail financial assistance from banks, financial institutions and other lending agencies on such terms and conditions as may be considered appropriate.

Pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot, except with the consent of the Members by way of a Special Resolution, borrow monies where the aggregate amount of the monies to be borrowed together with the monies already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

In view of the Company's present and future financial requirements, it is proposed to authorise the Board of Directors to borrow monies, from time to time, up to an aggregate outstanding amount not exceeding ₹100 Crore (Rupees One Hundred Crore Only), notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The borrowings may be secured, if considered necessary, by way of mortgage, charge, hypothecation, pledge or other security interest over the whole or substantially the whole of the Company's movable and/or immovable properties, both present and future, including its undertaking(s), in favour of banks, financial institutions, lenders, trustees for debenture holders or other security holders.

Since the creation of such mortgage(s), charge(s), hypothecation(s) or other security interests over the assets of the Company may be regarded as a disposal of the whole or substantially the whole of the undertaking of the Company within the meaning of Section 180(1)(a) of the Companies Act, 2013, the approval of the Members by way of a Special Resolution is also being sought under the said provisions.

The proposed approvals under Sections 180(1)(c) and 180(1)(a) are intended to provide the Board with the necessary financial and operational flexibility to raise funds and create appropriate security in favour of lenders as and when required in the ordinary course of business, without seeking fresh approval of the Members for each borrowing transaction.

The Board of Directors is of the opinion that the proposed resolution is in the best interests of the Company and accordingly recommends the Special Resolution for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolutions, except to the extent of their shareholding, if any, in the Company.

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