

# 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  
CIN : L28910GJ1977PLC002998

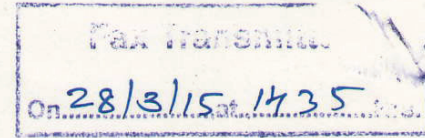


CERTIFICATE NO. : 04 100 990693-E3

*Rapicut*

## THRU' COURIER SERVICE

Listing/Corporate Relationship Dept/  
Market Operations epartment  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001.  
Fax: 022-22723121/22721919



Ref: WKS:KSM:BSE-POSTAL BALLOT-RES/2015:

Date: 28-03-2015

**Sub: Declaration of Postal Ballot Results including E-Voting Results.**  
**Ref: Scrip Code: 500360**

Dear Sir,

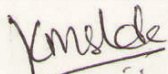
In pursuance of clause 35A of the Listing Agreement we are attaching herewith details in the prescribed format regarding the voting results of the postal ballot duly conducted in accordance with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014. Copy of the minutes of the proceedings and Scrutinizer's Report are also attached herewith.

We hereby state that both the resolutions for appointment of Shri. D D Kanitkar and Shri. B V Dholakia have been passed with requisite majority.

Kindly take note of the same.

Thanking You,

Yours truly,  
For RAPICUT CARBIDES LIMITED

  
Kamlesh M Shinde.  
(Company Secretary).

Encl: As above.

Eg-2015



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## Postal Ballot Results (including E-Voting)

(Scrip Code: 500360)

Date: 28<sup>th</sup> March, 2015

Total No. of Shareholder on record date: 3844

Details of Agenda:

Promoter/Public	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Resolution No. 1: To appoint Shri D D Kankar as an Independent Director</b>							
Resolution required : (Ordinary)							
<b>Mode of Voting : (E-Voting)</b>							
Promoter and Promoter Group	1982073	176907	08.93%	176907	0	100%	0%
Public - Institutional holders	6125	0	0%	0	0	0.00%	0%
Public- Others*	3383047	4371	00.13%	4371	0	100%	0%
<b>Total (A)</b>	<b>5371245</b>	<b>181278</b>	<b>03.37%</b>	<b>181278</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Mode of Voting : (Postal Ballot Forms)</b>							
Promoter and Promoter Group	1982073	1525767	76.98%	1525767	0	100%	0%
Public - Institutional holders	6125	0	0%	0	0	0%	0%
Public- Others*	3383047	48679	01.44%	48404	275	99.44%	00.56%
<b>Total (B)</b>	<b>5371245</b>	<b>1574446</b>	<b>29.31%</b>	<b>1574171</b>	<b>275</b>	<b>99.98%</b>	<b>00.02%</b>
<b>Result (A+B)</b>	<b>5371245</b>	<b>1755724</b>	<b>32.68%</b>	<b>1755449</b>	<b>275</b>	<b>99.98%</b>	<b>00.02%</b>
* Includes Bodies Corporates							
<b>Resolution No. 2: To appoint Shri. B V Dholakia as an Independent Director</b>							
Resolution required : (Ordinary)							
<b>Mode of Voting : (E-Voting)</b>							
Promoter and Promoter Group	1982073	176907	08.93%	176907	0	100%	0%
Public - Institutional holders	6125	0	0%	0	0	0%	0%
Public- Others*	3383047	4371	00.13%	4369	2	99.95%	00.05%
<b>Total (A)</b>	<b>5371245</b>	<b>181278</b>	<b>03.37%</b>	<b>181276</b>	<b>2</b>	<b>100%</b>	<b>00.00%</b>
<b>Mode of Voting : (Postal Ballot Forms)</b>							
Promoter and Promoter Group	1982073	1525767	76.98%	1525767	0	100%	0%
Public - Institutional holders	6125	0	0%	0	0	0%	0%
Public- Others*	3383047	48254	01.42%	48254	0	100%	0%
<b>Total (B)</b>	<b>5371245</b>	<b>1574021</b>	<b>29.30%</b>	<b>1574021</b>	<b>0</b>	<b>100%</b>	<b>0%</b>
<b>Result (A+B)</b>	<b>5371245</b>	<b>1755299</b>	<b>32.68%</b>	<b>1755297</b>	<b>2</b>	<b>100%</b>	<b>00.00%</b>
* Includes Bodies Corporates							

Note:- Total Invalid votes for Resolution No:1 are 6662 shares and for Resolution No: 2 are 6662 Shares.

We hereby declare that both the above Agenda Items have been passed with requisite majority based on the combined results of postal ballot and e-voting.

For RAPICUT CARBIDES LIMITED

Jagdish C Bhatia  
(Managing Director)  
DIN: 00250737

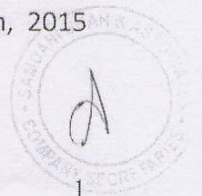


**The Board of Directors  
RAPICUT CARBIDES LIMITED  
119, GIDC Industrial Area,  
Ankleshwar- 393002,  
Vadodara, Gujarat.**

Dear Sirs,

**Sub: Scrutinizers' Report**

1. The Board of Directors of the Company, by passing a Board Resolution on 07<sup>th</sup> February, 2015, has appointed us as the Scrutinizers to receive, process and scrutinize the Postal Ballot voting process conducted through postal ballot papers as well as e-voting facilities in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 and pursuant to SEBI guidelines, in respect of the Ordinary Resolution as circulated in Notice dated 07<sup>th</sup> February, 2015 for the following purpose;
  - (a) **Appointment of Shri. Dhananjay D. Kanitkar as an Independent Director of the Company.**
  - (b) **Appointment of Shri. Bhumitra V. Dholakia as an Independent Director of the Company.**
2. We submit our report as under:
  - 2.1 The Company has completed the dispatch of Notice along with the Postal Ballot Forms and business reply pre paid envelopes to its Members whose name(s) appeared on the Register of Members as on 13<sup>th</sup> February, 2015.
  - 2.2 Particulars of all the postal ballot forms received from members and the votes casted by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
  - 2.3 The sealed Postal Ballot Forms received from the shareholders were kept under the safe custody of the Company and were sent to us for scrutiny from time to time.
  - 2.4 The results of the evoting were downloaded on 25<sup>th</sup> March, 2015, at 6:10 p.m. from the website of the CDSL ([www.evotingindia.com](http://www.evotingindia.com)) after the end of the prescribed period of evoting i.e. 25<sup>th</sup> March, 2015 (6:00 p.m.).
  - 2.5 Envelopes containing Postal Ballot Forms received after 25<sup>th</sup> March, 2015 (6.00 p.m.) were not considered for our scrutiny.





- 2.6 The Postal Ballot envelopes were opened from time to time and the last lot was opened on 25<sup>th</sup> March, 2015 in our presence and scrutinized by us and the shareholding was matched/confirmed with the Register of Members of the Company as on 13<sup>th</sup> February 2015.
- 2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.
- 2.8 We have found some defected/mutilated Postal Ballot Form.
3. A summary of the results of the Postal Ballot forms is as below:

**Resolution to Notice issued on 07<sup>th</sup> February, 2015**

**3.1 Resolution 1: Appointment of Shri. Dhananjay D. Kanitkar as an Independent Director of the Company.**

**3.1.1 Details of Postal Ballot Forms received:**

Particulars	No. of physical Postal ballot Forms received	No. of Equity Shares. (Votes)
Total Number of Postal Ballot Forms received	103	1581158
<u>Less</u> : Total Number of Invalid Postal Ballot Forms	9	6662
<u>Less</u> : Not Voted for this resolution	-	50
<b>Total No. of Valid Postal Ballots</b>	<b>94</b>	<b>1574446</b>

Particulars	Valid Postal Ballot	No. of Equity Shares. (Votes)	% of Valid Votes received
Total Valid Postal Ballots received	94	1574446	100%
<u>Assented to Resolution</u>	92	1574171	99.98%
<u>Dissented to Resolution</u>	2	275	00.02%

**3.1.2 Details of Voting by Electronic Mode, as received from the CDSL is as follows:**

Particulars	No. of Members who cast Electronically	No. of Equity Shares. (Votes)
Total Votes received by electronic mode	18	181278
<u>Less</u> : Total Number of Invalid Votes	-	-
<b>Total No. of Valid Votes</b>	<b>18</b>	<b>181278</b>

Particulars	Valid Electronic	No. of Equity shares.	% of Valid Votes received

Handwritten signature and a circular stamp of the company are present at the bottom right of the page.



	Voting	(Votes)	
Total Valid E-Voting	18	181278	100%
<b><u>Assented to Resolution</u></b>	18	181278	100%
<b><u>Dissented to Resolution</u></b>	0	0	0

### 3.1.3 Details of Voting:

Particulars	Aggregate of Physical Ballot Forms & Electronic Voting	No. of Equity Shares. (Votes)	% of Valid Votes received
Total Valid Postal Ballots/Votes received	112	1755724	100%
<b><u>Assented to Resolution</u></b>	110	1755449	99.98%
<b><u>Dissented to Resolution</u></b>	2	275	00.02%

### 3.2 Resolution 2: Appointment of Shri. Bhumitra V. Dholakia as an Independent Director of the Company.

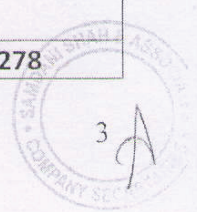
#### 3.2.1 Details of Postal Ballot Forms received:

Particulars	No. of physical Postal ballot Forms received	No. of Equity Shares. (Votes)
Total Number of Postal Ballot Forms received	103	1581158
<b><u>Less</u></b> : Total Number of Invalid Postal Ballot Forms	9	6662
<b><u>Less</u></b> : Not voted for this resolution	3	475
<b>Total No. of Valid Postal Ballots</b>	<b>91</b>	<b>1574021</b>

Particulars	Valid Postal Ballot	No. of Equity Shares. (Votes)	% of Valid Votes received
Total Valid Postal Ballots received	91	1574021	100%
<b><u>Assented to Resolution</u></b>	91	1574021	100%
<b><u>Dissented to Resolution</u></b>	0	0	0

#### 3.2.2 Details of Voting by Electronic Mode, as received from the CDSL is as follows:

Particulars	No. of Members who cast Electronically	No. of Equity Shares. (Votes)
Total Votes received by electronic mode	18	181278





Less : Total Number of Invalid Votes	-	-
<b>Total No. of Valid Votes</b>	<b>18</b>	<b>181278</b>

Particulars	Valid Electronic Voting	No. of Equity shares. (Votes)	% of Valid Votes received
Total Valid E-Voting	18	181278	100%
<u>Assented to Resolution</u>	17	181276	100%
<u>Dissented to Resolution</u>	1	2	0.00%

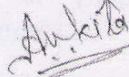
### 3.2.3 Details of Voting:

Particulars	Aggregate of Physical Ballot Forms & Electronic Voting	No. of Equity Shares. (Votes)	% of Valid Votes received
Total Valid Postal Ballots/Votes received	109	1755299	100%
<u>Assented to Resolution</u>	108	1755297	100%
<u>Dissented to Resolution</u>	1	2	0.00%

4. We have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Mr. Kamlesh Shinde, Company Secretary who was authorized by the Board to supervise the postal ballot process.
5. We report that the aforesaid resolution is carried with requisite majority.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours truly,



Ankita Parmar  
Partner  
Samdani Shah & Asso.  
Company Secretaries  
Vadodara  
COP# 10740  
Membership # A26777



Date: 27.03.2015  
Place: Vadodara



HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

**RAPICUT CARBIDES LIMITED**

Minutes of the of the Result of the Postal Ballot declared on 28<sup>th</sup> March, 2015 at 12.30 p.m. at the Registered Office of the Company at 119, GIDC Industrial Area, Ankleshwar- 393 002.

**PRESENT:**

1. Mr. J. C. Bhatia -.Managing Director
2. Mr. C. J. Bhatia -Whole Time Director
3. Mr. A. R. Master - Chief Financial Officer
4. Mr. Kamlesh M. Shinde - Company Secretary
5. Ms. Ankita Parmar - Scrutinizer

**CHAIRMAN**

In the absence of the permanent Chairman of the Company, Mr. J. C.Bhatia, Managing Director duly authorized by the Board, chaired and conducted the proceedings and declared the results. .

**BACKGROUND**

1. The Board of Directors at their Meeting held on 7<sup>th</sup> February, 2015, decided to obtain the approval of the shareholders for appointment of two independent Directors namely Shri. Dhananjay D Kanitkar and Shri. Bhumitra V Dholakia for the term of 5 years commencing from 7<sup>th</sup> February, 2015 through Postal Ballot by ordinary resolutions.
2. At the same meeting, the Board appointed Mr S.Samdani failing him Mr Suresh Kabra failing him Ms. Ankita Parmar Partners of Samdani Shah and Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot voting/e-voting process in accordance with law and in a fair and transparent manner.
3. In compliance with the provisions of Section 110 (1) (a) of the Companies Act, 2013 read with sub rule (16) of Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2012 of the Securities and Exchange Board of India (SEBI), the Company had offered e-voting to all its shareholders/beneficial holders of shares in the depositories to enable them to cast their votes electronically instead of exercising their votes by physical postal ballot forms.
4. The Postal Ballot Notice along with the Ballot Paper and self-addressed postage prepaid envelopes were sent by Registered Post/Courier to all those shareholders/beneficial owners whose name appeared on Register of Members on cut-off date 13<sup>th</sup> February, 2015.
5. Postal Ballot Notice referred to above contained the following:
  - The draft ordinary resolution;
  - Postal Ballot Form having instructions printed at the back;
  - Postage prepaid envelope addressed to the Scrutinizer.

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HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

6. By newspaper advertisement published in The Business Standard, Mumbai and Ahmedabad Edition (English) and Loksatta (Gujarati) on 25<sup>th</sup> February, 2015, the Shareholders were informed about the completion of dispatch of Postal Ballot Forms and appointment of Mr. S Samdani, Practicing Company Secretary as Scrutinizer. Further, the shareholders were intimated the period upto which voting can be done, i.e. From 24<sup>th</sup> February, 2015 to 25<sup>th</sup> March, 2015 upto 6.00 pm. Postal Ballot/s received after the said date and time will be treated as if the reply from the Shareholder/s had not been received.
7. Completed Postal Ballot Forms in sealed envelope addressed to Scrutinizer received by Post from the Shareholders were handed over to Mr. S Samdani from time to time for scrutiny, tabulation and for announcement of results. CDSL had also given to Mr. S. Samdani, Scrutinizer login id and password to see the votes cast by the shareholders by electronic mode.
8. On Friday, 27<sup>th</sup> March, 2015, Mr. S. Samdani Scrutinizer submitted his report to Mr. J. C. Bhatia, Managing Director at the Registered Office of the Company.
9. Mr. J. C. Bhatia, Managing Director, after receiving the Scrutinizer's Report, announced the Postal Ballot results on 28<sup>th</sup> March, 2015 that all the Resolutions in the Postal Ballot Notice dated 7<sup>th</sup> February, 2015 were duly passed by the requisite majority as stated below and directed that the results be recorded in the Minutes Book recording the proceedings of General Meetings of the Members:

Particulars	Resolution No. 1	Resolution No. 2
Number of valid postal ballot forms / (Shares) received.	1574446 (Shares)	1574021 (Shares)
Votes / Shares in favour of the Resolution including votes/Shares cast by electronic mode. (%age of total votes cast)	1755449 (Votes) 99.98%	1755297 (Shares) 100%
Votes/Shares against the Resolution including votes cast by electronic mode. (%age of total votes cast).	275 (Votes) 00.02%	2 (Votes) 00.00%
Number of invalid postal ballot forms/(Shares) received including electronic mode	6662 (Shares)	6662 (Shares)

The text of the resolutions duly approved by the Members are as under:

**Item No. 1- As an Ordinary Resolution**

**APPOINTMENT OF SHRI. DHANANJAY D KANITKAR AS AN INDEPENDENT DIRECTOR**

**“RESOLVED THAT**, pursuant to the provisions of Sections 149 and 152, and any other applicable provisions of the Companies Act, 2013 and Schedule IV to the said Act, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Shri. Dhananjay D Kanitkar, Director (DIN-03523774) of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile

Page | 2

  
CHAIRMAN'S INITIALS



HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri. Dhananjay D Kanitkar as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years commencing from 7<sup>th</sup> February, 2015, and whose office shall not be liable to retire by rotation”.

**Item No. 2 - As an Ordinary Resolution**

**APPOINTMENT OF SHRI. BHUMITRA V DHOLAKIA AS AN INDEPENDENT DIRECTOR.**

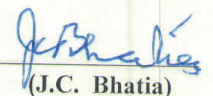
“**RESOLVED THAT**, pursuant to the provisions of Sections 149 and 152, and any other applicable provisions of the Companies Act, 2013 and Schedule IV to the said Act, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Shri. Bhumitra V Dholakia, Director (DIN 01871816) of the Company whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Shri. Bhumitra V Dholakia as a candidate for the office of director, be and is hereby appointed as an Independent Director of the Company for a term of 5 years commencing from 7<sup>th</sup> February, 2015, and whose office shall not be liable to retire by rotation”.

**CONCLUSION.**

The Chairman then declared the closure of the proceedings as the business of postal ballot was completed.

Place: Ankleshwar

Date: 28-03-2015

  
(J.C. Bhatia)

CHAIRMAN OF THE PROCEEDING