

103, Tanishq, Opp. SBI Urmi Branch, Productivity Road, Vadodara - 390 020.
Ph.: +91 265 3054015, 2330583, 2321494, (M) 94234 62962 Email: samdanics@gmail.com, cssamdani@gmail.com
Web : www.samdaniashah.com

To,

Shri Bhumitra V. Dholakia

Chairman

38th Annual General Meeting of the Equity Shareholders of Rapicut Carbides Limited

Held on the 26th day of September, 2015 at 12:00 p. m.

At "Hotel Sadanand" Rajpipla Road,

Ankleshwar-393 002

Scrutinizer's Report on Poll including Voting by Electronic Means in respect of passing of the resolutions contained in the Notice dated August 11, 2015.

Dear Sir,

I, S. Samdani, Partner, M/s Samdani Shah & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Rapicut Carbides Limited (the Company), for the purpose of scrutinizing the poll taken on the below mentioned resolution(s), including the remote e-voting process at the 38th Annual General Meeting of the Equity Shareholders of **Rapicut Carbides Limited**, held on Saturday, 26th September, 2015 at 12:00 p.m.

The Management of the company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made there under and (ii) Listing Agreement with the Stock Exchange, relating to the Poll including remote e-voting. My responsibility as a Scrutinizer is restricted to give a consolidated report on the votes cast by the members for the resolutions contained in the Notice dated 11th August, 2015, based upon:

- a) the report generated from the e-voting platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for e-voting and;
- b) the scrutiny of the Physical Polling papers received at the 38th Annual General Meeting.

1. I, submit my report as under:

1.1 After declaration of the Poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

1.2 The locked ballot box was subsequently opened by me in the presence of two witnesses namely Ms. Hirali Shah residing at 01- Shrinath Duplex, Near Nutan Vidhyalaya, Chanakyapuri, New Sama Road, Vadodara-390 020 and Ms. Megha Jagirdar residing at 6-Shrihari Residency, Opp. Yash Complex, Gotri, Vadodara-390 021 and the poll papers were diligently scrutinized. The poll papers were

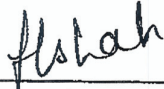
For **RAPICUT CARBIDES LIMITED**

C. J. Bhatia
C. J. Bhatia
Executive Director

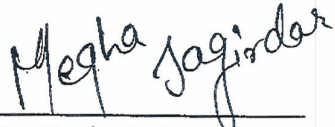


reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Then the votes cast through remote e-voting were unblocked on 26th September, 2015 around 01.15 p.m. in the presence of above mentioned witnesses who are not in the employment of the Company.

The witnesses have signed below in confirmation of the ballot box being unlocked in their presence and also in confirmation of the remote votes being unblocked in their presence.



 Ms. Hirali Shah



 Ms. Megha Jagirdar

- 1.3 The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
2. The results of the scrutiny of the above Poll voting including voting by electronic means in respect of passing of resolutions contained in notice dated 11th August, 2015 is as under:

2.1 **Resolution No.1:**

To receive, consider and adopt the Audited Financial Statements including the Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the financial year ended on that date and the Reports of the Board and Auditors thereon.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members/Proxy who voted	Number of Votes cast by them.	% of the total number of valid votes cast
Poll	27	1679350	83.94
Remote e-voting	13	321292	16.06
Total	40	2000642	100

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	00	00	00
Remote e-voting	00	00	00
Total	00	00	00

For RAPICUT CARBIDES LIMITED


 C. J. Bhatia
 Executive Director



(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	03	121
Remote e-voting	00	00
Total	03	121

2.2 **Resolution No.2:**

To declare dividend on Equity Shares.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	27	1679350	83.94
Remote e-voting	13	321292	16.06
Total	40	2000642	100

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	00	00	00
Remote e-voting	00	00	00
Total	00	00	00

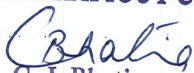
(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	03	121
Remote e-voting	00	00
Total	03	121

2.3. **Resolution No.3**

To appoint a Director in place of Shri Chandrashekhar Alias Chander Jagdish Bhatia (DIN: 02644731), who retires by rotation and being eligible, offers himself for re-appointment.

For RAPICUT CARBIDES LIMITED


C. J. Bhatia
Executive Director



(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	27	1679350	83.94
Remote e-voting	13	321292	16.06
Total	40	2000642	100

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	00	00	00
Remote e-voting	00	00	00
Total	00	00	00

(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	03	121
Remote e-voting	00	00
Total	03	121

2.4. **Resolution No.4:**

To ratify the appointment of M/s. D. N Shukla & Co., Chartered Accountants, Mumbai, (Membership No.:036010) as Independent Auditors of the Company to hold office from the conclusion of this meeting up to the conclusion of 39th Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	27	1679350	83.94
Remote e-voting	13	321292	16.06
Total	40	2000642	100

For RAPI CUT CARBIDES LIMITED

C. J. Bhatia
C. J. Bhatia
Executive Director



(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	00	00	00
Remote e-voting	00	00	00
Total	00	00	00

(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	03	121
Remote e-voting	00	00
Total	03	121

2.5. **Resolution No.5:**

Appointment of Smt. Gayatri Parikh (DIN: 00045529) as an Independent Director of the Company for a term of 5(five) years w.e.f 26th September, 2015 and not liable to retire by rotation.

(I) Voted in Favour of the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	27	1679350	83.94
Remote e-voting	13	321292	16.06
Total	40	2000642	100

(II) Voted against the Resolution:

Particulars (Mode of Voting)	Number of Members who voted	Number of Votes cast by them	% of the total number of valid votes cast
Poll	00	00	00
Remote e-voting	00	00	00
Total	00	00	00

For **RAPICUT CARBIDES LIMITED**

C. J. Bhatia
C. J. Bhatia
Executive Director



(III) Invalid Votes:

Particulars (Mode of Voting)	Total number of members whose votes were declared invalid	Total number of votes cast by them
Poll	03	121
Remote e-voting	00	00
Total	03	121

Note: Figures in percentage have been rounded off to 2 decimal points.

- The resolutions are passed with requisite majority.
- The electronic data along with the poll papers and all the other relevant records relating to e-voting and the Poll papers received are under my safe custody and will be handed over to the Company Secretary / Chairman duly authorized by the Board for preserving safely after the Chairman signs the minutes.

Thanking you,


Yours Faithfully,


S. Samdani
Partner
Samdani Shah & Asso.
Company Secretaries
CP # 2863



Date: September 26, 2015
Place: Ankleshwar

For RAPICUT CARBIDES LIMITED

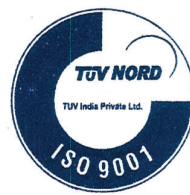

C. J. Bhatia
Executive Director

Countersigned by:
For Rapicut Carbides Limited

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



Results of Voting of Rapicut Carbides Limited

Date of AGM : 26th SEPTEMBER, 2015
Time : 12.00 NOON
Place : ANKLESHWAR

Total No. of Shareholder on record date: 3856

No. of Shareholders present in the meeting either in person or through proxy: 30
Promoters & Promoter Group : 9
Public : 21

No. of Shareholders attending the meeting through Video Conferencing: NIL
Promoters and Promoter Group : NIL
Public : NIL

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
Resolution No. 1:							
Resolution required : (Ordinary)							
Mode of Voting : (E-Voting)							
Promoter and Promoter Group	1983080	299460	15.100%	299460	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	21832	0.645%	21832	0	100%	0
Total (A)	5371245	321292	5.981%	321292	0	100%	0
Mode of Voting : (Poll)							
Promoter and Promoter Group	1983080	1559216	78.625%	1559216	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	120134	3.552%	120134	0	100%	0
Total (B)	5371245	1679350	31.265%	1679350	0	100%	0
Result (A+B)	5371245	2000642	37.247%	2000642	0	100%	0
Resolution No. 2 :							
Resolution required : (Ordinary)							
Mode of Voting : (E-Voting)							
Promoter and Promoter Group	1983080	299460	15.100%	299460	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	21832	0.645%	21832	0	100%	0
Total (A)	5371245	321292	5.981%	321292	0	100%	0
Mode of Voting : (Poll)							
Promoter and Promoter Group	1983080	1559216	78.625%	1559216	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	120134	3.552%	120134	0	100%	0
Total (B)	5371245	1679350	31.265%	1679350	0	100%	0
Result (A+B)	5371245	2000642	37.247%	2000642	0	100%	0
Resolution No. 3 :							
Resolution required : (Ordinary)							
Mode of Voting : (E-Voting)							
Promoter and Promoter Group	1983080	299460	15.100%	299460	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	21832	0.645%	21832	0	100%	0
Total (A)	5371245	321292	5.981%	321292	0	100%	0
Mode of Voting : (Poll)							
Promoter and Promoter Group	1983080	1559216	78.625%	1559216	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	120134	3.552%	120134	0	100%	0
Total (B)	5371245	1679350	31.265%	1679350	0	100%	0
Result (A+B)	5371245	2000642	37.247%	2000642	0	100%	0

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Resolution No. 4 :							
Resolution required : (Ordinary)							
Mode of Voting : (E-Voting)							
Promoter and Promoter Group	1983080	299460	15.100%	299460	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	21832	0.645%	21832	0	100%	0
Total (A)	5371245	321292	5.981%	321292	0	100%	0
Mode of Voting : (Poll)							
Promoter and Promoter Group	1983080	1559216	78.625%	1559216	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	120134	3.552%	120134	0	100%	0
Total (B)	5371245	1679350	31.265%	1679350	0	100%	0
Result (A+B)	5371245	2000642	37.247%	2000642	0	100%	0
Resolution No. 5 :							
Resolution required : (Ordinary)							
Mode of Voting : (E-Voting)							
Promoter and Promoter Group	1983080	299460	15.100%	299460	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	21832	0.645%	21832	0	100%	0
Total (A)	5371245	321292	5.981%	321292	0	100%	0
Mode of Voting : (Poll)							
Promoter and Promoter Group	1983080	1559216	78.625%	1559216	0	100%	0
Public - Institutional holders	6125	0	0	0	0	0	0
Public- Others	3382040	120134	3.552%	120134	0	100%	0
Total (B)	5371245	1679350	31.265%	1679350	0	100%	0
Result (A+B)	5371245	2000642	37.247%	2000642	0	100%	0

For RAPICUT CARBIDES LIMITED

YMS/CLD

Ramesh M. Shinde
Company Secretary

28/9/2015