

REXNORD ELECTRONICS AND CONTROLS LIMITED

92-D, Govt. Ind. Estate, Charkop, Kandivali [West], Mumbai - 400 067.

Tel. No.: 022- 6240 1800

CIN : L31200MH1988PLC047946

Website : www.rexnordindia.com | Email Id: finance@rexnordindia.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 36th Annual General Meeting (AGM) of the Members of **REXNORD ELECTRONICS AND CONTROLS LIMITED** will be held on Saturday, September 28, 2024 at 11:00 a.m. IST at Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (West), Mumbai - 400 092 to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Auditors Reports thereon.
2. To appoint a Director in place of Mr. Mohan Rammurthy Iyer (DIN: 10158806), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve Related Party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with Mr. Kundan K. Talwar.**

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for a series of transaction(s)/contract(s)/arrangement(s)/agreement(s) or otherwise (including any modifications, alterations, amendments, cancellations and terminations thereto) with Mr. Kundan K. Talwar, a Promoter and Chief Financial Officer of the Company and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, for taking on Leave

& License basis the premises situated at Survey No. - S. No. 62, 74, 75 & 20; Property No. 941, 942 & 943, Village- Devdal Taluka -Vasai, District- Palghar (Maharashtra) pertaining to the Industrial Shed and Industrial Building for continuity of business operations of the Company, as set out in the Explanatory Statement annexed hereto, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “the Board”) and Mr. Kundan K. Talwar subject to such transaction(s)/contract(s)/ arrangement(s)/ agreement(s) being carried out in the ordinary course of business and at arm’s length.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize, modify, renew, extend, enter and execute/sign the agreements, understandings, contracts, documents etc. as may be required on behalf of the Company for the aforesaid transactions, and to do all such acts, matters, deeds and things including registration of the documents, if required, and to take all steps and give such directions as may be required, necessary, expedient or desirable, for giving effect to the aforesaid transactions and payment of stamp duty and registration charges, if any.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable for the purpose of giving effect to this Resolution.”

4. **To approve and enhance the limits of Material Related Party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with M/s. Excelum Enterprises.**

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

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors, and in supersession of the earlier resolution passed by the members at the 28th Annual General Meeting of the Company with respect to material related

party transactions, approval of the Members be and is hereby accorded to the Company for the series of transaction(s)/contract(s)/arrangement(s)/agreement(s) or otherwise (including any modifications, alterations, amendments, cancellations and terminations thereto) with M/s. Excelum Enterprises, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for Purchases of raw materials, Sale of goods, payment of Commission on Sales (including Overseas Sales) and reimbursement of expenses, as set out in the Explanatory Statement annexed hereto, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as "the Board") and M/s. Excelum Enterprises subject to such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm's length.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize, modify, renew, extend, enter and execute/sign the agreements, understandings, contracts, documents etc. as may be required on behalf of the Company for the aforesaid transactions, and to do all such acts, matters, deeds and things including registration of the documents, if required, and to take all steps and give such directions as may be required, necessary, expedient or desirable, for giving effect to the aforesaid transactions and payment of stamp duty and registration charges, if any.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable for the purpose of giving effect to this Resolution."

For and on behalf of the Board of Directors
REXNORD ELECTRONICS AND CONTROLS LIMITED

KISHORECHAND K. TALWAR
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00351751)

Registered Office:

92-D Govt. Ind. Estate,
Charkop, Kandivali (W),
Mumbai- 400 067
Date: July 31, 2024.

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/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provision of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not

exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) and (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment /re-appointment at this AGM are also annexed.
3. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 24. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the AGM are furnished below Explanatory Statement. The Directors have furnished the requisite consents/ declarations for their appointment/re-appointment.
7. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.

SEBI vide circular dated 3rd November 2021 and March 16, 2023 has mandated the listed companies

to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st April 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.rexnordindia.com In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.
11. The Company's shares are listed on BSE Limited, Mumbai.
12. The statutory registers including the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the company by sending e-mail at finance@rexnordindia.com
13. (a) Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/S. BIG SHARE SERVICES PRIVATE LIMITED
Unit: [Rexnord Electronics and Controls Limited]

Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093.

Tel: 022 – 62638200/222

Email: investor@bigshareonline.com

- (b) Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.
14. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
15. Members / Proxies / authorized representatives should bring their copy of the Annual Report and Accounts along with duly filled Attendance Slip enclosed herewith to attend the Meeting, since copies of Annual Report will not be distributed at the meeting.
16. Members/ Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
17. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
18. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
19. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
20. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.
21. In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, Companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in Promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the

Government in full measure, in order to save natural resources.

In compliance with the MCA Circulars and SEBI Circulars, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. is being sent through electronic mode to those Members whose email addresses are registered with the RTA / Depositories and physical copies to those whose email addresses are not registered. Members may note that the Notice and Annual Report 2024 will also be available on the Company's website www.rexnordindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and Notice will be available on the website of i-Vote at <https://ivote.bigshareonline.com>

22. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

(a) For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: ujata@bigshareonline.com. Member can also update/register their email id directly at <https://bigshareonline.com/InvestorRegistration.aspx>

(b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

23. The route map of the venue of the Annual General Meeting is appended to this Report.

24. Voting through electronic means:

(i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Bigshare Services Private Limited (agency for providing the e-voting system). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

(ii) The Board of Directors of the Company has

appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

(iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

(iv) The Company has engaged the services of Bigshare Services Private Limited - i-Vote as the Agency to provide e-voting facility.

(v) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, September 21, 2024.

(vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 21, 2024 only shall be entitled to avail the facility of e-voting / remote e-voting.

(vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 21, 2024 may obtain the User ID and password from BIG SHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agents of the Company).

(viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will make a consolidated scrutinizer's report and submit the same to the Chairman. The result of the voting will be announced within 2 working days of the conclusion of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.rexnordindia.com). The results shall simultaneously be communicated to the Stock Exchange.

(ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Saturday, September 28, 2024.

25. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

a) The voting period begins on **Wednesday, September 25, 2024 Start Time: 9:00 a.m. (IST)** and ends on **Friday, September 27, 2024 End Time: 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 i.e. September 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the

meeting venue.

- c) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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.

- d) 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.

1. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/ Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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

Type of shareholders	Login Method
	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 022-23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

2. Login method for remote e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’

- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/ UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on

‘Forgot your password?’

- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - o Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - o Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/ UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 3:

The Company is engaged in the business of manufacturing and selling of instrument cooling fans and motors. The annual consolidated turnover of the Company as on March 31, 2024 is ₹ 9628.51 lakhs (excluding duties and taxes). In furtherance of its business activities, the Company has transaction(s) / contract(s) / agreement(s) / arrangement(s) with Mr. Kundan K. Talwar, a Promoter and Chief Financial Officer of the Company and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for taking on Leave & License basis the premises situated at Survey No. - S. No. 62, 74, 75 & 20; Property No. 941, 942 & 943, Village - Devdal Taluka -Vasai, District- Palghar (Maharashtra) pertaining to the Industrial Shed and Industrial Building for continuity of business operations of the Company.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is required for (a) related party transactions which in a financial year, exceed the lower of (i) ₹ 1,000 crores; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Further, the provisions of Section 188(1) of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract(s)/ transaction(s) / arrangement(s) with the related party(ies), the Company is required to obtain the approval of Shareholders by way of an Ordinary Resolution where the value of transactions exceeds the threshold as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014.

The transactions described here above are being carried out on arm's length basis and are not material, and have also not exceeded the thresholds, however as good corporate governance an approval of the shareholders is being sought for the said transactions.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Sr No.	Particulars	Details of proposed Related Party Transaction
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Kundan K. Talwar Related as Son to Mr. Kishorechand K. Talwar, Chairman and Managing Director of the Company and Brother of Mrs. Nainy K. Tanna, Whole-time Director of the Company.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Kishorechand K. Talwar Mrs. Nainy K. Tanna
3	Type, tenure, material terms and of contract / arrangement / transaction.	Two (2) Leave & License Agreements pertaining to the Industrial Shed and Industrial Building for the premises situated at S. No. 62, 74, 75 & 20; Property No. 941, 942 & 943, Village - Devdal Taluka - Vasai, District- Palghar (Maharashtra) for continuity of the business operations of the Company. Material terms: 1. Industrial Shed: A sum of ₹ 50,00,000/- as refundable interest free security deposit amount, which shall be refunded to the Licensee as per the terms of the Agreement. 2. Industrial Building: A total sum of ₹ 2,00,00,000/- as refundable interest free security deposit amount, which shall be payable to the Licensor as detailed hereunder and same shall be refunded to the Licensee as per the terms stated herein: ₹ 80,00,000/- on or before execution of this agreement, ₹ 1,20,00,000/- on 31st July 2024 or on handing over the possession of 5th Floor whichever is later.

Sr No.	Particulars	Details of proposed Related Party Transaction														
		Tenure: 1. Industrial Shed: 60 (Sixty) months, commencing from October 1, 2023 to September 30, 2028 (both days are inclusive) 2. Industrial Building: 60 (Sixty) months, commencing from April 1, 2024 to March 31, 2029 (both days are inclusive)														
4	Value of Transaction	1. Industrial Shed: Monthly license fees of ₹ 5,00,000/- (Indian Rupees Five Lakhs), along with a deposit with the Licensor of a sum of ₹ 50,00,000/- (Indian Rupees Fifty Lakhs only) as refundable interest free security deposit amount ("Security Deposit"), 2. Industrial Building: Monthly license fees as follows: <ul style="list-style-type: none"> • For Ground Floor – ₹ 50/- per sq. ft. per month. • For First to Fifth Floor – ₹ 25/- per sq. ft. per month, depending upon the handing over of the premises as follows: <table border="1" data-bbox="789 730 1500 999"> <thead> <tr> <th data-bbox="789 730 1109 772">Floor No.</th> <th data-bbox="1109 730 1500 772">Intended to be paid from (Date)</th> </tr> </thead> <tbody> <tr> <td data-bbox="789 772 1109 810">Ground Floor</td> <td data-bbox="1109 772 1500 810">1 April 2024</td> </tr> <tr> <td data-bbox="789 810 1109 848">First Floor</td> <td data-bbox="1109 810 1500 848">1 May 2024</td> </tr> <tr> <td data-bbox="789 848 1109 886">Second Floor</td> <td data-bbox="1109 848 1500 886">1 August 2024</td> </tr> <tr> <td data-bbox="789 886 1109 924">Third Floor</td> <td data-bbox="1109 886 1500 924">1 August 2024</td> </tr> <tr> <td data-bbox="789 924 1109 961">Fourth Floor</td> <td data-bbox="1109 924 1500 961">1 August 2024</td> </tr> <tr> <td data-bbox="789 961 1109 999">Fifth Floor</td> <td data-bbox="1109 961 1500 999">1 August 2024</td> </tr> </tbody> </table> <p>along with a deposit with the Licensor of a sum of ₹ 2,00,00,000/- (Indian Rupees Two Crores only) as refundable interest free security deposit amount ("Security Deposit").</p>	Floor No.	Intended to be paid from (Date)	Ground Floor	1 April 2024	First Floor	1 May 2024	Second Floor	1 August 2024	Third Floor	1 August 2024	Fourth Floor	1 August 2024	Fifth Floor	1 August 2024
Floor No.	Intended to be paid from (Date)															
Ground Floor	1 April 2024															
First Floor	1 May 2024															
Second Floor	1 August 2024															
Third Floor	1 August 2024															
Fourth Floor	1 August 2024															
Fifth Floor	1 August 2024															
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	5.75%														
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	<p>(i) details of the source of funds in connection with the proposed transaction N.A.</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; N.A.</p> <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and N.A.</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. N.A.</p>														

Sr No.	Particulars	Details of proposed Related Party Transaction
7.	Justification as to why the RPT is in the interest of the listed entity	The Company intends to expand its production facilities for manufacturing of Large Axial Cooling Fans. Mr. Kundan K. Talwar has built an Industrial Shed and an Industrial building is under construction within the same premises where the existing manufacturing facilities of the Company are based. Therefore, the Board of Directors approved for taking on Leave and License the Industrial Shed and the proposed Industrial Building for ease of activates and collaboration among teams to enhance the overall performance of the Company.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	1. Industrial Shed: Valuation Report issued by M/s. Yash Techno Legal Consultants dated July 30, 2023. 2. Industrial Building: Valuation Report issued by M/s. Aher Valuers and Engineers dated March 4, 2024.
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Therefore, on the recommendation of the Audit Committee, your Board of Directors propose passing of the resolution as set out at item no. 3 of the accompanying Notice as an Ordinary Resolution.

MEMORANDUM OF INTEREST

Mr. Kishorechand K Talwar, Chairman & Managing Director and Mrs. Nainy K Tanna, Whole-time Director being relatives of Mr. Kundan K. Talwar are deemed to be interested or concerned in the said resolution. Mr. Kundan K. Talwar being related party & Key Managerial Personnel is interested in the resolution.

Save and except above, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned and interested in the said Resolution.

ITEM NO. 4:

The Company is engaged in the business of manufacturing and selling of instrument cooling fans and motors. The annual consolidated turnover of the Company as on March 31, 2024 is ₹ 9628.51 lakhs (excluding duties and taxes). In furtherance of its business activities, the Company will enter into new transaction(s) / contract(s) / agreement(s) / arrangement(s) with M/s. Excelum Enterprises, Proprietary Firm of Mr. Kunal Tanna, a related party within the meaning of Section 2(76)

of the Act and Regulation 2(1)(zb) of the Listing Regulations, for Purchase of raw materials, Sale of goods, payment of Commission on Sales (including Overseas Sales) and reimbursement of expenses.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for (a) related party transactions which in a financial year, exceed the lower of (i) ₹ 1,000 crores; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The material related party transactions for which the approval of the shareholders is being sought falls into the second category.

Further, the provisions of Section 188(1) of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract(s)/ transaction(s) / arrangement(s) with the related party(ies), the Company obtains the approval of Shareholders by way of a Resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Sr No.	Particulars	Details of proposed Related Party Transaction
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. Excelum Enterprises Proprietary Firm of Mr. Kunal Tanna (Related as Son in law to Mr. Kishorechand K. Talwar, Chairman and Managing Director of the Company and Spouse of Mrs. Nainy K. Tanna, Whole-time Director of the Company).

Sr No.	Particulars	Details of proposed Related Party Transaction
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Kishorechand K. Talwar Mrs. Nainy K. Tanna
3	Type, tenure, material terms and of contract / arrangement / transaction	Related Party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) for Purchases of raw materials, Sale of goods, payment of Commission on Sales (including Overseas Sales) and reimbursement of expenses. Tenure: On Annual basis. Material Terms: The members of the Company at the 28th Annual General Meeting held on 11th August, 2016 had approved a limit of upto ₹ 600 lakhs for related party transactions with M/s. Excelum Enterprises. The Board of Directors has recommended increasing the limit of the same.
4	Value of Transaction	Upto a limit of ₹ 2500 lakhs (Indian Rupees Twenty-Five Hundred Lakhs) on Annual Basis.
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	25.96%
6	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	N.A.
(ii)	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	N.A.
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	N.A.
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	N.A.
7.	Justification as to why the RPT is in the interest of the listed entity	M/s. Excelum Enterprises has larger and broader market base for Large Axial Cooling Fans. This will expand the market reach of the Company and the increased customer base will lead to potential growth of the Company.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions.	NIL
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Therefore, on the recommendation of the Audit Committee, your Board of Directors propose passing of the resolution as set out at item no. 4 of the accompanying Notice as an Ordinary Resolution.

MEMORANDUM OF INTEREST

Mr. Kishorechand K. Talwar, Chairman & Managing Director, Mrs. Nainy K. Tanna, Whole-time Director, and their relatives may be deemed to be interested or concerned in the said resolution at Item no.4.

Save and except above, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned and interested in the said Resolution.

For and on behalf of the Board of Directors
REXNORD ELECTRONICS AND CONTROLS LIMITED

KISHORECHAND K. TALWAR
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00351751)

Registered Office:

92-D Govt. Ind. Estate,
Charkop, Kandivali (W),
Mumbai- 400 067

Date: July 31, 2024.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE 36TH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 2 OF THIS NOTICE, PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

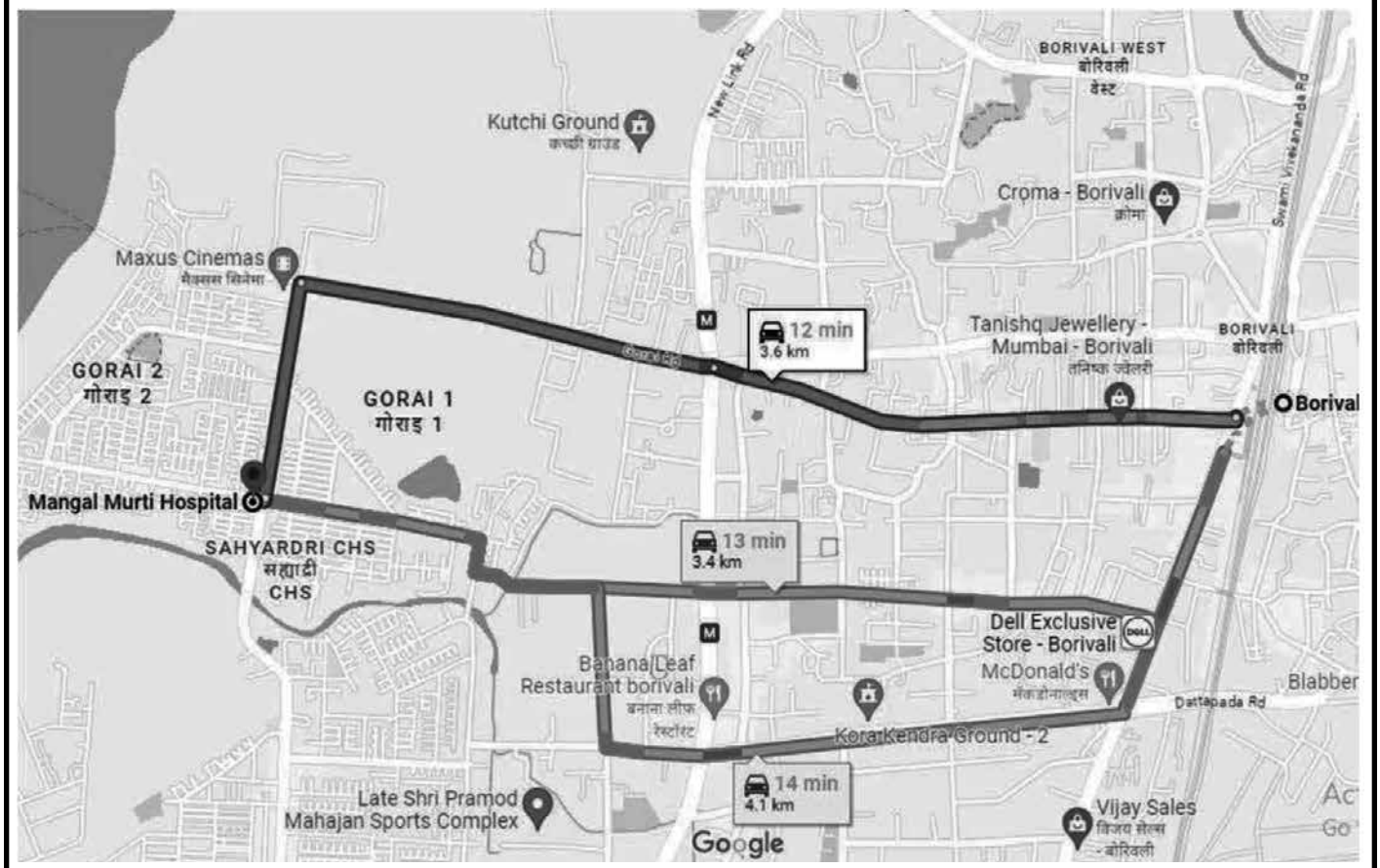
Name of the Director	Mr. Mohan Rammurthi Iyer (DIN 10158806)
Date of Birth	June 7, 1962
Date of first Appointment	May 12, 2023
Qualifications	SSC/ Member of IME (Institution of Mechanical Engineers)
Brief resume & Nature of expertise in specific functional areas	He is a member of IME (Institution of Mechanical Engineers) and is associated with the Company since February 1, 2005 as an Export Manager of the Company and has an experience of over 18 years to his credit. He reports directly to the Chairman & Managing Director of the Company and plays an imperative role in the progress of the Company.
Terms and conditions of Re-appointment	Re-appointment as an Executive Director of the Company liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.
Directorships of other Listed Companies as on March 31, 2024	Nil
Membership/ Chairmanship of Committees of other Listed Companies as on March 31, 2024	Nil
Shareholding in the Company as on March 31, 2024	250 (Two Hundred and Fifty) Equity Shares
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the Financial Year 2023-24	6 (Six)

In terms of the provisions of Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships / Chairmanships in any two committees viz. Audit committee and Stakeholders Relationship Committee (known by whichever name) are considered.

He has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority.

Route Map to the venue of AGM:

Address : Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road,
Opp. Mangal Murti Hospital, Gorai - II, Borivali (W), Mumbai - 400 092





REXNORD ELECTRONICS AND CONTROLS LIMITED

Regd. Office: 92-D, Govt. Ind. Estate, Charkop, Kandivali [West], Mumbai - 400 067. Tel. No.: 91-22-62401800

CIN : L31200MH1988PLC047946

Website : www.rexnordindia.com | Email Id: finance@rexnordindia.com

36th Annual General Meeting to be held on Saturday, September 28, 2024 at 11.00 a.m. IST at Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai – 400 092.

ATTENDANCE SLIP

DP ID*	
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Registered Folio No.	
----------------------	--

Client ID*	
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No. of Share(s)	
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Name & Address of Shareholder:.....

I/We hereby record my / our presence at the 36th Annual General Meeting at Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai – 400 092 on Saturday, September 28, 2024 at 11 a.m. IST.

Signature of Shareholder / Proxy

*Applicable for investors holdings shares in electronic form.

FORM NO. MGT-11

PROXY FORM

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

CIN: L31200MH1988PLC047946

Name of the Company: Rexnord Electronics and Controls Limited ("RECL")

Registered Office: 92-D, Govt. Ind. Estate, Charkop, Kandivali (W) Mumbai 400067.

Name of the Member(s):	_____
Registered Address:	_____
E-Mail Id:	_____
Folio No./Client id:	_____
DP ID:	_____

I/We being the member(s) of _____ shares of RECL hereby appoint:

- 1) Name: _____ Email id: _____
Address: _____ or failing him
- 2) Name: _____ Email id: _____
Address: _____ or failing him
- 3) Name: _____ Email id: _____
Address: _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Saturday, September 28, 2024 at 11 a.m. IST at Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai – 400 092, and at any adjournment thereof in respect of such resolution as are indicated below.

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars	For	Against
Ordinary Business:			
1.	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon. b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Auditors Reports thereon.		
2.	To appoint a Director in place of Mr. Mohan Rammurthi Iyer (DIN: 10158806), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business:			
3.	To approve Related Party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with Mr. Kundan K. Talwar		
4.	To approve and enhance the limits of Material Related Party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with M/s. Excelum Enterprises.		

Signed this..... Day of2024

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Note:

- (1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Annual General Meeting of the Company.
- (2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the 36th Annual General Meeting.
- (3) ** This is only optional. Please put a 'X' in the appropriate column against a resolutions indicated in the box.
- (4) Please complete all details including details of Members(S) in above box before Submission.

Affix Revenue Stamp of Rs. 1
