

Date: September 27, 2019

To,
Corporate Relationship Department
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001.

Scrip Code: 531888

Sub: 31st Annual General Meeting (AGM)

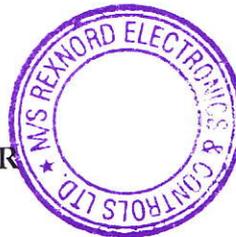
Dear Sir(s),

We submit herewith the Scrutinizer Report (Combined - on remote E-Voting and poll taken at the Annual General Meeting dated September 27, 2019) pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended with respect to 31st Annual General Meeting of the Company held on Friday, September 27, 2019 at 10:30 a.m. at Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai-400 092. All the resolutions for approval at the 31st Annual General Meeting set out in the Notice dated May 30, 2019 have been passed by the Members with requisite majority.

Kindly take the same in your record and acknowledge.

Yours faithfully,
For REXNORD ELECTRONICS AND CONTROLS LIMITED


KISHORECHAND KEWAL TALWAR
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00351751)



Encl: as above.

FORM No. MGT-13

Combined Report of Scrutinizer for Remote e-voting & Poll Process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Rexnord Electronics and Controls Limited
92-D Govt Ind. Estate
CharkopKandivli (W)
Mumbai - 400067

Subject: 31stAnnual General Meeting of the Shareholders of Rexnord Electronics and Controls Limited held on Friday, September 27, 2019 at 10:30 a.m. at Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road, Opposite MangalMurti Hospital, Gorai-II, Borivali (W), Mumbai-400 092.

Dear Sir,

We, GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors of **Rexnord Electronics and Controls Limited** for the purpose of scrutinizing the Remote e-voting process under 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 31stAGM of Equity Shareholders of Rexnord Electronics and Controls Limited at their Meeting held on Friday, September 27, 2019 at 10:30 a.m. at Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road, Opposite MangalMurti Hospital, Gorai-II, Borivali (W), Mumbai-400 092.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 31stAGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 31stAGM is restricted to make a Consolidated Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated below on the report



generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facility and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairman, Ballot box kept for polling was locked in our presence with due identification marks placed by us. The locked Ballot box was subsequently opened by us in the presence of Mr. Milind Ved and Ms. Sonia Chettiar who are not in employment of the Company and who have signed below as Witness:



Mr. Milind Ved



Ms. Sonia Chettiar

Office Address: 3rd & 4th Floor, Vaastudarshan, B Wing, Above Central Bank of India, Azad Road, Andheri East, Mumbai- 400 069.

Thereafter, the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/the Company. Duplicate, incomplete and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2019, along with the Reports of the Board of Directors' and Auditor's thereon.

| Mode of voting | Total Valid Votes | Votes in Favor of Resolution | | | Votes against the Resolution | | | Invalid Votes |
|--------------------|-------------------|------------------------------|------------------|------------------|------------------------------|--------------|------------------|---------------|
| | | No of ballot/e-voting entry | No. of Votes | % to total valid | No of ballot/e-voting entry | No. of Votes | % to total valid | |
| E-voting | 1,389 | 19 | 1,389 | 100% | -- | -- | -- | -- |
| Poll/Ballot voting | 76,13,126 | 21 | 76,13,126 | 100% | -- | -- | -- | *300 |
| Total | 76,14,515 | 40 | 76,14,515 | | | | | 300 |

Note:

* Considered invalid due to signature mismatch.



ITEM NO. 2: ORDINARY RESOLUTION:

Appointment of a Director in place of Mrs. Nainy Kunal Tanna, who retires by rotation and being eligible, offers herself for re-appointment.

| Mode of voting | Total Valid Votes | Votes in Favor of Resolution | | | Votes against the Resolution | | | Invalid Votes |
|--------------------|-------------------|------------------------------|--------------|------------------|------------------------------|--------------|------------------|---------------|
| | | No of ballot/e-voting entry | No. of Votes | % to total valid | No of ballot/e-voting entry | No. of Votes | % to total valid | |
| E-voting | 1,389 | 19 | 1,389 | 100% | -- | -- | -- | -- |
| Poll/Ballot voting | 3,166 | 16 | 3,166 | 100% | -- | -- | -- | *8,206 |
| Total | 4,555 | 35 | 4,555 | | -- | -- | | 8,206 |

Note:

Mr. Kishorechand Talwar, Mrs. Nainy Kunal Tanna, Mrs. Sharda Talwar being interested in the Resolution at Item No.2 abstained from voting.

*Considered as invalid due to signature mismatch and Includes the votes cast by Mr. Kunal Tanna by Poll, which were considered as invalid since he was interested in the resolution.

ITEM NO. 3: ORDINARY RESOLUTION:

Approval of remuneration Payable to Mr. Kundan Talwar holding office or place of profit, as Chief Financial Officer of the Company.

| Mode of voting | Total Valid Votes | Votes in Favor of Resolution | | | Votes against the Resolution | | | Invalid Votes |
|--------------------|-------------------|------------------------------|---------------|------------------|------------------------------|--------------|------------------|---------------|
| | | No of ballot/e-voting entry | No. of Votes | % to total valid | No of ballot/e-voting entry | No. of Votes | % to total valid | |
| E-voting | 1,389 | 18 | 1,338 | 96.33% | 1 | 51 | 3.67% | -- |
| Poll/Ballot voting | 11,072 | 17 | 11,072 | 100% | -- | -- | -- | *300 |
| Total | 12,461 | 36 | 12,410 | | 1 | 51 | | 300 |

Note:

* Considered invalid due to signature mismatch.

Mr. Kishorechand Talwar, Mrs. Nainy Kunal Tanna, Mrs. Sharda Talwar being interested in the Resolution at Item No.3 abstained from voting.



ITEM NO. 4: SPECIAL RESOLUTION:

Approval of the limits for the Loans, Investment and Guarantees by the Company in terms of the provisions section 186 of the Companies Act, 2013.

| Mode of voting | Total Valid Votes | Votes in Favor of Resolution | | | Votes against the Resolution | | | Invalid Votes |
|--------------------|-------------------|------------------------------|------------------|------------------|------------------------------|--------------|------------------|---------------|
| | | No of ballot/e-voting entry | No. of Votes | % to total valid | No of ballot/e-voting entry | No. of Votes | % to total valid | |
| E-voting | 1,389 | 19 | 1,389 | 100% | -- | -- | -- | -- |
| Poll/Ballot voting | 76,13,126 | 21 | 76,13,126 | 100% | -- | -- | -- | *300 |
| Total | 76,14,515 | 40 | 76,14,515 | | | | | 300 |

Note:

* Considered as invalid due to signature mismatch.

ITEM NO. 5: SPECIAL RESOLUTION:

To approve continuation of payment of remuneration to Executive Directors who are Promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018.

| Mode of voting | Total Valid Votes | Votes in Favor of Resolution | | | Votes against the Resolution | | | Invalid Votes |
|--------------------|-------------------|------------------------------|--------------|------------------|------------------------------|--------------|------------------|---------------|
| | | No of ballot/e-voting entry | No. of Votes | % to total valid | No of ballot/e-voting entry | No. of Votes | % to total valid | |
| E-voting | 1,389 | 18 | 1,338 | 96.33% | 1 | 51 | 3.67% | -- |
| Poll/Ballot voting | 3,166 | 16 | 3,166 | 100% | -- | -- | -- | *8,206 |
| Total | 4,555 | 34 | 4,504 | | 1 | 51 | | 8,206 |

Note:

Mr. Kishorechand Talwar, Mrs. Nainy Kunal Tanna, Mrs. Sharda Talwar being interested in the Resolution at Item No.5 abstained from voting.

*Considered invalid due to signature mismatch and Includes the votes cast by Mr.Kunal Tanna by Poll, which were considered as invalid since he was interested in the resolution.



All the resolutions voted through Remote E-voting and Poll Process were passed with **REQUISITE MAJORITY**. The Poll papers and all other relevant records were sealed and handed over to the Chairman of the Company for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries


[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324



KISHORE CHAND TALWAR
CHAIRMAN OF THE ANNUAL
GENERAL MEETING

PLACE: MUMBAI
DATE: SEPTEMBER 27, 2019.