

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 Chairperson,
92-D, Govt. Industrial Estate,
Charkop, Kandivali (West)
Mumbai - 400067

Subject: 30th Annual General Meeting of the Shareholders of Rexnord Electronics & Controls Limited held on Friday, September 28, 2018 at 10.30 a.m. at Sangam Banquets, Plot No. 366-386, RSC 37, Mangalmurti Road, Opposite Mangal Murti Hospital, Gorai -II, Borivali (West), Mumbai, Maharashtra - 400 092.

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Ms. Sonia Chettiar, Partner have been duly appointed by the Board of Directors 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 30th AGM of Equity Shareholders of Rexnord Electronics & Controls Limited at their Meeting held on Friday, September 28, 2018 at 10.30 a.m. at Sangam Banquets, Plot No. 366-386, RSC 37, Mangalmurti Road, Opposite Mangal Murti Hospital, Gorai -II, Borivali(West), Mumbai, Maharashtra - 400092.

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 (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 30th AGM of the Members of the Company.



Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 30th AGM is restricted to make a 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 two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Duplicate, incomplete, invalid 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 (i.e. Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2018, 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	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	4582	6	1581	34.50	2	3001	65.50	--
Poll/Ballot voting	6820988	22	6820988	100	--	--	--	--
Total	6825570	28	6822569	--	2	3001	65.50	--



ITEM NO. 2: ORDINARY RESOLUTION:

Appointment of a Director in place of Mrs. Nainy K 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	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	4582	5	581	12.68	3	4001	87.32	--
Poll/Ballot voting	388	18	388	100	--	--	--	--
Total	4970	23	969	--	3	4001	87.32	--

Note: Mr. Kishore Chand Talwar, Mr. Kundan Talwar, Mrs. Sharda Talwar and Mrs. Nainy Tanna were interested in the aforesaid resolution, hence abstained and did not vote.

ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of Mr. Krishnamoorthy Krishnan as Independent Director for a term of Five (5) years.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	4582	5	581	12.68	3	4001	87.32	--
Poll/Ballot voting	6820988	22	6820988	100	--	--	--	--
Total	6825570	27	6821569	--	3	4001	87.32	--



ITEM NO. 4: ORDINARY RESOLUTION:

Appointment of Mr. Sriram Shrinivasan as Independent Director for a term of Five (5) years.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	4582	5	581	12.68	3	4001	87.32	--
Poll/Ballot voting	6820988	22	6820988	100	--	--	--	--
Total	6825570	27	6821569	--	3	4001	87.32	--

ITEM NO. 5: SPECIAL RESOLUTION:

Approval of re-appointment of Mr. Ayyaswami Sundaram, Independent Director for a second term of Five (5) consecutive years, commencing from April 1, 2019

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	4582	5	581	12.68	3	4001	87.32	--
Poll/Ballot voting	6820988	22	6820988	100	--	--	--	--
Total	6825570	27	6821569	--	3	4001	87.32	--



ITEM NO. 6: ORDINARY RESOLUTION:

Approval for providing service/delivery document(s) to the member(s) on actual cost.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	4582	5	581	12.68	3	4001	87.32	--
Poll/Ballot voting	6820988	22	6820988	100	--	--	--	--
Total	6825570	27	6821569	--	3	4001	87.32	--

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

For GMJ & ASSOCIATES
Company Secretaries



[Signature]
[CS SONIA CHETTIAR]
PARTNER
ACS: 27582; COP: 10130

[Signature]

CHAIRPERSON OF ANNUAL
GENERAL MEETING

PLACE: MUMBAI
DATE: SEPTEMBER 28, 2018.