

Scrutinizer's Report on E-voting carried out For Rexnord Electronics And Controls Limited

To,
The Chairman,
Rexnord Electronics And Controls Limited
Mumbai

Annual General Meeting of the Equity Shareholders of M/s. Rexnord Electronics And Controls Limited to be held on Saturday, August 30, 2014 at 9.30 A.M. at Sangam Banquets, Plot no.366-386, RSC 37, Mangalmurti Road, Opp Mangal Murti Hospital, Gorai - II, Borivali (W), Mumbai - 400092.

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of Rexnord Electronics And Controls Limited (hereinafter referred to as the "Company") on Saturday July 19, 2014. I, CS Mahesh Kumar Soni, Partner, GMJ & Associates, Company Secretaries have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17th April 2014 issued in this regard.

The Company has appointed M/s. Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company. M/s. BIG SHARE SERVICES PRIVATE LIMITED are Registrar and Share Transfer Agent (RTA) of the Company. The Service Provider, has provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the Annual General Meeting (AGM) of the Company, which is scheduled to be held on Saturday, August 30, 2014. The Service Provider accordingly had set up e-Voting facility on their website, <https://evotingindia.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e- Voting.



As on the record date there were 4,376 shareholders of the Company. The Company has sent the Notice of the AGM by Courier to all the shareholders as per the details available with the RTA/Service Provider.

The Notices sent through physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Friday, July 25, 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from Monday, August 25, 2014 at 5:30 P.M. to Wednesday, August 27, 2014 till 6.00 P.M.

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in two newspapers, one in English in The Asian Age dated August 15, 2014 and the other in Marathi in Pudhari dated August 15, 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.

At the end of the voting period on Wednesday, August 27, 2014 at 6.00 P.M., the voting portal of the Service Provider was blocked forthwith. On Thursday, August 28, 2014, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 2 shareholders holding 3,72,701 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

The result of the E-voting is as under:

(1) As an Ordinary Resolution - Item No. 1. Passed with the requisite majority

Consider and adopt the financial statement, Report of the Board of Directors and Auditors.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	2	3,72,701	100
(ii)Voted against the resolution	0	0	0



(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
	--	--

(2) As an Ordinary Resolution - Item No. 2. Passed with the requisite majority

To elect and appoint Directors in place of those retiring by rotation.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	2	3,72,701	100
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	--	--	

(3) As an Ordinary Resolution - Item No. 3. Passed with the requisite majority

To re-appoint, Auditors of the Company and to fix their remuneration.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	2	3,72,701	100
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	--	--	



(4) As an Special Resolution - Item No. 4. Passed with the requisite majority

To borrow moneys upto Rs.150 crores over and above the aggregate of the Paid-up Share Capital and Free Reserves of the company pursuant to Section 180(1)(c) of the Companies Act, 2013.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	2	3,72,701	100
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	--	--	

(5) As an Special Resolution - Item No. 5. Passed with the requisite majority

To approve creation of charge / hypothecation upto Rs.150 crores under Section 180(1)(a) of the Companies Act, 2013.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	2	3,72,701	100
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	--	--	



(6) As an Ordinary Resolution - Item No. 6. Passed with the requisite majority

To appoint Mr. Ram Sanehi as an Independent Director of the Company to hold office for a term of 5 years.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	2	3,72,701	100
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	--	--	

(7) As an Ordinary Resolution - Item No. 7. Passed with the requisite majority

To appoint Mr. Ayyaswami Sundram as an Independent Director of the Company to hold office for a term of 5 years.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	2	3,72,701	100
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	--	--	



(8) As an Special Resolution - Item No. 8 - The below mentioned votes were considered invalid as both the shareholders have a conflict of interest in the resolution.

To re-appoint Mr. Kishore Chand Talwar as Chairman and Managing Director of the Company for a term of 3 years.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	0	0	0
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	2	3,72,701	

(9) As an Special Resolution - Item No. 9 - The below mentioned votes were considered invalid as both the shareholders have a conflict of interest in the resolution.

To re-appoint Mrs. Nainy K. Tanna as Whole-time Director of the Company for a term of 3 years.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	0	0	0
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	2	3,72,701	



(10) As a Ordinary Resolution - Item No. 10. Passed with the requisite majority

To Rectify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	2	3,72,701	100
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	--	--	

(11) As a Special Resolution - Item No. 11 - The below mentioned votes were considered invalid as both the shareholders have a conflict of interest in the resolution.

To issue Warrants on Preferential basis to the Promoters and other entities.

	Number of members Who have cast their votes through E-voting	Number of Votes cast by them	% of total number of Valid Votes cast
(i) Voted in favour of the resolution	0	0	0
(ii)Voted against the resolution	0	0	0
(iii)Invalid Votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	2	3,72,701	



I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,

Yours Faithfully
For GMJ & ASSOCIATES
Company Secretaries



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

PLACE : MUMBAI
DATE: AUGUST 28, 2014.