



Date: September 24, 2020

To,  
Corporate Relationship Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

Scrip Code: 531888

Sub: Scrutinizer Report of the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company.

Dear Sir(s),

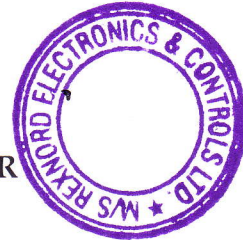
We hereby submit the Scrutinizer Report consolidated for Remote E-voting & E-voting during AGM of 32<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, September 23, 2020 at 11 A.M. IST through two-way Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 including the amendments thereof.

Kindly take the above intimation on your record.

Yours faithfully,

For REXNORD ELECTRONICS AND CONTROLS LIMITED

KISHORECHAND TALWAR  
CHAIRMAN & MANAGING DIRECTOR  
(DIN: 00351751)



Encl: as above.

**Consolidated Report of Scrutinizer for Remote E-voting & E-voting during AGM**  
[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,  
**REXNORD ELECTRONICS AND CONTROLS LIMITED,**  
92-D Govt Ind Estate,  
Charkop, Kandivli (W),  
Mumbai 400067.

**Subject: 32<sup>nd</sup> Annual General Meeting of the Members of Rexnord Electronics and Controls Limited held on Wednesday, September 23, 2020 at 11 A.M. IST through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).**

Dear Sir,

We, M/s. 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 and e-voting during the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circular no. 20/2020 of May 5, 2020 and also SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in a fair and transparent manner in respect of the Resolutions passed at the AGM of Rexnord Electronics and Controls Limited at their Meeting held on Wednesday, September 23, 2020 at 11.00 a.m. IST by two-way Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

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 remote e-voting and e-voting system during the AGM. Our responsibility as a Scrutinizer 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 and e-voting system at the AGM provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting and e-voting system at the AGM.



We hereby submit our report as follows:

1. The resolutions were transacted through the process of remote e-voting and through e-voting system at the AGM. For the purpose of remote e-voting and e-voting system at the AGM, the Company has engaged CDSL for its services;
2. Members attended the Meeting through VC/OAVM facility provided in accordance with the General Circular no. 20/2020 of May 5, 2020 and other circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and were counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013;
3. The cut-off date for the purpose of identifying Members who were entitled to vote on the resolutions placed for approval, was September 16, 2020;
4. The period for remote e-voting commenced on Sunday, September 20, 2020 at 9:00 a.m. (IST) and ended on Tuesday, September 22, 2020 at 5.00 p.m.(IST). The remote e-voting module was disabled by CSDL for voting thereafter;
5. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of e-voting system during the AGM;
6. Further, the votes cast through remote e-voting and e-voting system during the AGM were unblocked by us on September 23, 2020 at 12:30 p.m. in the presence of two witnesses Ms.Sonia Chettiar and Ms. Cidel Pereira, neither of whom was in the employment of the Company and e-voting summary statement was downloaded from the e-voting website;
7. The votes were also scrutinized for the purpose of eliminating duplicate voting on the votes, if any;
8. Our report on the results of e-voting is based on the data downloaded from the website of CDSL;
9. The data relating to e-voting process were reconciled with the records maintained by the Company/Registrar & Transfer Agents of the Company.

We hereby submit our Consolidated Scrutinizer's Report on the results of remote e-voting and e-voting system at the AGM.



**Item No. 1: Adoption of :-**

- a. Audited Standalone Annual Financial Statements of the Company for the Financial Year ended March 31, 2020, along with the Reports of the Board of Directors' and Auditor's thereon;
- b. Audited Consolidated Annual Financial Statements of the Company for the Financial Year ended March 31, 2020, along with the Reports of Auditor's thereon.  
- AS AN ORDINARY RESOLUTION

**A.**

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
101	3472945	100	0	0	0	-

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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
<b>Promoter</b>	E-voting	7794046	3442046	44.1625	3442046	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Public Institutions</b>	E-voting	1000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Public Non-Institutions</b>	E-voting	3364954	30899	0.9183	30899	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>TOTAL</b>		<b>11160000</b>	<b>3472945</b>	<b>31.1196</b>	<b>3472945</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Item No. 2: Appointment of Mrs. Nainy Tanna as a Director, who retires by rotation and being eligible, offers herself for re-appointment - AS AN ORDINARY RESOLUTION**

**A.**

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
96	19993	100	0	0	0	*3452952

\* Mr. Kishorechand Talwar, Mrs. Sharda Talwar, Mrs. Nainy Tanna, Mr. Kundan Talwar and Mr. Kunal Tanna being interested in the resolution, the votes were marked as invalid.

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	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
<b>Promoter</b>	E-voting	7794046	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Public Institutions</b>	E-voting	1000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Public Non-Institutions</b>	E-voting	3364954	19993	0.5942	19993	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>TOTAL</b>		<b>11160000</b>	<b>19993</b>	<b>0.1791</b>	<b>19993</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Item No. 3: Re-appointment of Mr. Kishorechand Talwar as Chairman & Managing Director of the Company for a further period of 3 (three) years i.e. with effect from April 1, 2020 - AS A SPECIAL RESOLUTION**

**A.**

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
96	19993	100	0	0	0	*3452952

\* Mr. Kishorechand Talwar, Mrs. Sharda Talwar, Mrs. Nainy Tanna, Mr. Kundan Talwar and Mr. Kunal Tanna being interested in the resolution, the votes were marked as invalid.

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	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
Promoter	E-voting	7794046	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Institutions	E-voting	1000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non-Institutions	E-voting	3364954	19993	0.5942	19993	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>TOTAL</b>		<b>11160000</b>	<b>19993</b>	<b>0.1791</b>	<b>19993</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Item No. 4: Re-appointment of Mrs. Nainy Kunal Tanna as Whole Time Director of the Company for a further period of 3 (three) years i.e. with effect from April 1, 2020 - AS A SPECIAL RESOLUTION**

**A.**

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
96	19993	100	0	0	0	*3452952

\* Mr. Kishorechand Talwar, Mrs. Sharda Talwar, Mrs. Nainy Tanna, Mr. Kundan Talwar and Mr. Kunal Tanna being interested in the resolution, the votes were marked as invalid.

**B.**

Whether Promoter / Promoter Group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	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
<b>Promoter</b>	E-voting	7794046	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Public Institutions</b>	E-voting	1000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Public Non-Institutions</b>	E-voting	3364954	19993	0.5942	19993	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>TOTAL</b>		<b>11160000</b>	<b>19993</b>	<b>0.1791</b>	<b>19993</b>	<b>0</b>	<b>100</b>	<b>0</b>



All the resolutions voted through remote e-voting and e-voting at the AGM were passed with **REQUISITE MAJORITY**. The e-voting reports containing a list of Members who voted "FOR" and "AGAINST" for each resolution and all other relevant records will be sealed and handed over to the Company Secretary of the Board for safe keeping.

For GMJ & ASSOCIATES  
Company Secretaries



[CS MAHESH SONI]  
PARTNER  
FCS: 3706; COP: 2324  
UDIN: F003706B000765049

PLACE: MUMBAI  
DATE: SEPTEMBER 24, 2020.

