



Date: March 19, 2018

**Department of Corporate Services
BSE Limited**

**P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.**

Scrip Code: 531888

Dear Sirs,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Proceedings along with Scrutinizers Report relating to declaration of result of voting by postal ballot.

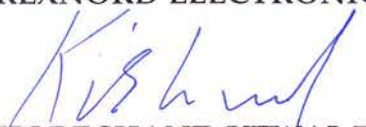
Further, we wish to inform you that Special Resolutions passed through Postal Ballot on March 19, 2018 as mentioned below have been approved by Members with requisite majority:

1. Approval for Alteration of the Object clause of the Memorandum of Association of the Company.
2. Approval for Alteration of Liability clause of the Memorandum of Association of the Company.

This is for your information and records.

Thanking you,
Yours faithfully,

For **REXNORD ELECTRONICS & CONTROLS LIMITED**


**KISHORECHAND KEWAL TALWAR
CHAIRPERSON/MANAGING DIRECTOR
(DIN: 00351751)
Encl.: As above**



WRITTEN RECORD RELATING TO THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT AS REQUIRED TO BE MAINTAINED PURSUANT TO SECTION 118 OF THE COMPANIES ACT, 2013 BY THE MEMBERS OF REXNORD ELECTRONICS & CONTROLS LIMITED ON MARCH 19, 2018 AT 3:30 P.M.

The Company, has at the Board Meeting held on January 23, 2018, decided to obtain consent of the Members pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 (including amendments thereunder), in respect of the following matters:

1. Approval for Alteration of the Object clause of the Memorandum of Association of the Company
2. Approval for Alteration of Liability clause of the Memorandum of Association of the Company

The Company has completed the dispatch of Postal Ballot forms alongwith postage prepaid business reply envelopes on February 12, 2018, by courier to those Members whose e-mail ID's were not registered with the RTA/ Company and completed the dispatch of Postal Ballot notice by email on February 14, 2018, to those members whose e-mail ID's were registered with the RTA/Company.

As required under Rule 20 of the Companies (Management and Administration) Rules 2014 (including amendments thereunder), the Company has also made arrangement for voting by electronic means and availed the services of Central Depository Services (India) Limited (CDSL) to provide the facility to the members for voting by electronic means.

The Members were requested to return the physical ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the Scrutinizer before 5.00 P.M. (IST) on Saturday, March, 17, 2018. In case of electronic voting, Members were requested to cast their votes electronically upto 5.00 P.M. (IST) on March 17, 2018.

The Board of Directors at their meeting held on January 23, 2018, have appointed Mr. Mahesh Soni, Partner, M/s. GMJ & Associates, Company Secretaries, as Scrutinizer's to receive and scrutinize the completed Postal Ballot Forms (both E-voting and Physical Postal Ballots) received from the Members and for conducting the Postal Ballot in a fair and transparent manner and to submit his Report on March 19, 2018 to the Chairperson.

The Postal Ballot/E-voting period remained open from February 16, 2018 at 9:00 A.M. (IST) till March 17, 2018 5:00 P.M. (IST) as stated in Sub-Rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereunder). An advertisement was published by the Company in "The Free Press Journal", English Newspaper, and "Navshakti" Marathi edition Newspaper, on February 15, 2018, informing about the completion of dispatch of the Postal Ballot Notices, by Courier/Email to the Members along with other related matters mentioned therein.

A brief summary of the calendar of events for voting by postal ballot is as below:

Sr. No.	Particulars	Date
1.	Benpose Date for Sending Notice to shareholders	February 9, 2018
2.	Date of completion of dispatch of notice of Meeting in which the business will be transacted.	By Courier- February 12, 2018 By Email- February 14, 2018
3.	Cut off Date determining list of Members for E- voting (7 days prior to date of AGM/EGM) [Not required for Postal Ballot]	N.A.
4.	Period for which E-voting facility is available and open to Members of the Company.	Start Dt: 16/02/2018 Start Time: 09:00 A.M. End Dt : 17/03/2018 End Time : 5:00 P.M.
5.	Date of declaration of the result by the Chairman	March 19, 2018
6.	AGM/EGM Date & Time	N.A.
7.	Book Closure Date	N.A.
8.	Paid-up Share Capital	Rs.11,15,91,000/-

The Scrutinizer carried out the scrutiny of the Postal Ballot Forms received physically and the votes polled electronically upto March 17, 2018, and the Scrutinizer submitted his report dated March 19, 2018 to the undersigned.

Summary of E-voting & Physical Postal Ballots was as follows:

Resolution Title	Votes in favour of the resolution		Votes against the resolution		Percentage	
	No. of Members	No. of Equity Shares	No. of Members	No. of Equity Shares	For	Against
Item No.1 – Alteration of the Object Clause of the Memorandum of Association.	41	6918522	2	2	99.9980	0.0020

Resolution Title	Votes in favour of the resolution		Votes against the resolution		Percentage	
	No. of Members	No. of Equity Shares	No. of Members	No. of Equity Shares	For	Against
Item No.2 – Alteration of the Liability Clause of the Memorandum of Association.	41	6918522	2	2	99.9980	0.0020

On the basis of the report the Scrutinizer, I hereby record that the following resolutions were passed by the Members of the Company with requisite majority.

ITEM NO. 1 - ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY- SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to substitute the headings of clause III (A) and clause III (B) of the Memorandum of Association of Company in following manner:

III (A). "The objects to be pursued by the Company on its incorporation are:"

III (B). "Matters which are necessary for furtherance of the objects specified in clause III (A) are:"

RESOLVED FURTHER THAT clause III (A) of the Memorandum of Association of the company be altered by inserting following clause 2 after clause 1 and consequently changing the numbering of the other clauses as may be appropriate;

2. *To carry on in India and Abroad the business independently or in Joint Venture or in Collaboration as Manufacturer, Processor, Buyer, Seller, Supplier, Trader, Importer, Exporter, Stockiest and Dealer in Dry fruits, Foodstuffs, Gift Items, Fans of all types including exhaust fans, Refrigerators, Coolers, Refrigeration & its spare parts, Cosmetic Items, Jewellery of all kinds, Ornaments, Metal & Metal Scrap, Cloth of all kinds, Ready Made Garments, Tools including Hand Tools, Nut Bolts, Chemicals, Properties, Pharmaceuticals, Herbs & Crude Drugs, Ayurveda Items, Herbal items, Spices of all types, Eatables, Agricultural Products, Agriculture Plantation, Consumer Goods, Dairy Products, Foods Articles, Pulses, Solvent Products, Cosmetic items, Vegetable Products, Tobacco, Minerals, Metals, Electric & Electronic items, Consumer Goods, House-Hold Goods, Hardware Items, Computers, Computer Hardware & Software's, Telecommunications, Information Technology, Iron & Steel, Building materials, Glass & Glass Products, Rubber & Rubber Products, Handicraft Articles, Toys, Wire & Wire Products, All type of Automobile items, Machinery & their Parts, Industrial Components, Plastic & Plastic items, Precious Stones, Tea & Coffee, Forest Products, all type of Stationery items, Cartoons, Corrugated Boxes and all other articles related to above.*

RESOLVED FURTHER THAT the clause III (C) of the Memorandum of Association of Company having heading "Other Objects:" be deleted completely and consequently there shall be no Other Objects. "

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."



RESULT

As per Annexure 1 of the Scrutinizer's report, the Number of votes casted in favour of the Resolution i.e. 99.9980% is more than 3 times the number of vote cast against i.e. 0.0020%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including amendment thereunder), as set out in the Notice of Postal Ballot dated January 23, 2018 has been passed by the Members with requisite majority.

ITEM NO. 2 - ALTERATION OF LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION OF COMPANY- SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to substitute the Liability clause IV of Memorandum of Association of Company with following clause IV:

"IV: The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESULT

As per Annexure 1 of the Scrutinizer's report, the Number of votes casted in favour of the Resolution i.e. 99.9980% is more than 3 times the number of vote cast against i.e. 0.0020%, I report that the Special Resolution under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including amendment thereunder), as set out in the Notice of Postal Ballot dated January 23, 2018 has been passed by the Members with requisite majority.

For REXNORD ELECTRONICS & CONTROLS LIMITED


KISHORECHAND KEWAL TALWAR
CHAIRPERSON/MANAGING DIRECTOR
(DIN: 00351751)

DATE : MARCH 19, 2018.
PLACE: MUMBAI

Report of Scrutinizer on E-voting and Postal Ballot Process

[Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules made there under as amended from time to time]

Date: March 19, 2018.

The Chairperson,
Rexnord Electronics and Controls Limited
92-D, Govt. Industrial Estate,
Charkop, Kandivali (West),
Mumbai - 400067

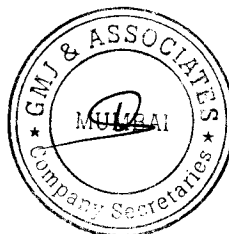
Sub: Scrutinizer's Report on E-voting and Postal Ballot Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules made there under as amended from time to time:

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors at their meeting held on January 23, 2018 for the purpose of scrutinizing the Postal Ballot Process in physical and e-voting under the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rules made thereunder as amended from time to time, in a fair and transparent manner in respect of the following Resolutions contained in the Postal Ballot Notice dated January 23, 2018 to the Equity Shareholders of Rexnord Electronics and Controls Limited (CIN- L31200MH1988PLC047946)

- i. Alteration of the Object Clause of the Memorandum of Association of the Company.
- ii. Alteration of the Liability Clause of the Memorandum of Association of the Company.

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: 2 :

1. We have scrutinized the physical ballot forms and e-voting and the votes rendered therein are maintained electronically, and entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended from time to time).
2. We hereby submit our Report on the result of voting by Postal Ballot in physical and e-voting in respect of the said Resolutions:
 - 2.1. The Company has completed the dispatch of Postal Ballot forms alongwith postage prepaid business reply envelopes on February 12, 2018, by courier to those Members whose e-mail ID's were not registered with the RTA/ Company and completed the dispatch of Postal Ballot notice by email on February 14, 2018, to those members whose e-mail ID's were registered with the RTA/Company.
 - 2.2. The notice of Postal Ballot (Physical) was sent to the members whose name(s) appeared on the Registers of Members/List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) on February 9, 2018.
 - 2.3. Particulars of all the Postal Ballot forms received from the Members and votes cast through electronic means have been entered in the register separately maintained for the purpose.
 - 2.4. Few Envelopes containing Postal Ballot forms were returned undelivered and these envelopes were not opened and will be destroyed by the Company after announcement of the results.
 - 2.5. The Postal Ballot forms were kept under our safe custody before commencing the scrutiny of such postal ballot forms.

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: 3 :

- 2.6. All Postal Ballot forms and votes cast through electronic means received upto the close of working hours i.e. 5.00 p.m. (IST) on March 17, 2018, being the last date and time fixed by the Company for receipt of the forms and votes cast through electronic means were considered for our scrutiny.
- 2.7. The sealed envelopes containing Postal Ballot forms were opened at our office in the presence of two witnesses.
- 2.8. At the end of the e-voting period, the votes were unblocked electronically at our office in the presence of two witnesses.
- 2.9. Envelopes containing postal ballot forms which were received after March 17, 2018, 5.00 p.m. IST was not considered for scrutiny. We have directed the Company to keep them separately, unopened. We did not find any defaced or mutilated ballot papers.
- 2.10. We have downloaded the E-voting Report from Central Depository Services (India) Limited (CDSL) website by using the Scrutinizer's Login ID and Password on March 17, 2018 after 5.00 p.m. Indian Standard Time(IST). All votes casted on E-voting Website of CDSL upto the close of working hours i.e. 5.00 p.m. (IST) on March 17, 2018, the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny.
3. A summary of votes cast through postal ballot and votes cast through electronic means is given in Annexure I.
4. We have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Chairperson.
5. Accordingly, the Resolutions 1 & 2 as set out in the Notice of the Postal Ballot dated January 23, 2018 stands **APPROVED** by the Members with requisite majority.

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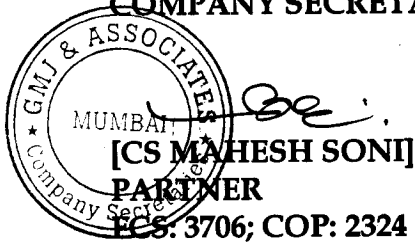


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6. You may accordingly declare the result of the voting by Postal Ballot and e-voting.

We are thankful to you for the opportunity given to us to act as Scrutinizer for the Postal Ballot and e- voting Process, and also thank the officers of the Company and the RTA, for extending their wholehearted support and co-operation in carrying out the POSTAL BALLOT PROCESS successfully.

**For GMJ & ASSOCIATES
COMPANY SECRETARIES**



**PLACE: MUMBAI
DATE: MARCH 19, 2018.**

ANNEXURE I

REXNORD ELECTRONICS AND CONTROLS LIMITED

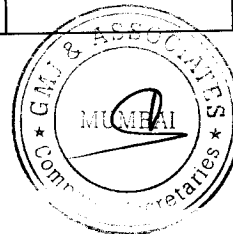
CIN: L31200MH1988PLC047946

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

Summary of votes cast through postal ballot and votes cast through electronic means for the resolution mentioned in the
Postal Ballot Notice dated January 23, 2018

1) Approval for Alteration of the Object clause of the Memorandum of Association of the Company:

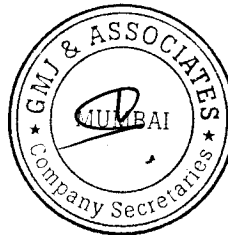
Particulars	Postal Ballot		E-voting		Total		% of total paid-up equity share capital as on cut-off date in no. of shares is 1,11,60,000 (i.e. February 09, 2018)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of member voted through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through Postal ballot forms & through e-voting system	No. of votes cast (Equity Shares of Rs.10/- each)	
(a) Total postal ballot forms/e votes received.	27	6822251	18	96275	45	6918526	61.99
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares where Persons have voted twice.)	*2	2	0	0	2	2	0.00



(c) Net valid postal ballot forms/ e votes (as per register).	25	6822249	18	96275	43	6918524	61.99
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled.	25	6822249	16	96273	41	6918522	99.9980
(e)Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled.	0	0	2	2	2	2	0.0020

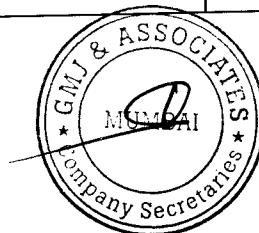
NOTE:

***Two Ballot Forms are Invalid as the members have voted both in Postal ballot as well as in E-voting.**



2) Approval for Alteration of Liability clause of Memorandum of Association of Company:

Particulars	Postal Ballot		E-voting		Total		% of total paid-up equity share capital as on cut-off date in no. of shares 1,11,60,000 (i.e. February 09, 2018)
	No. of members voted through Postal ballot forms	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of member voted through e voting system	No. of votes cast (Equity Shares of Rs. 10/- each)	No. of members voted through Postal ballot forms & through e-voting system	No. of votes cast (Equity Shares of Rs.10/- each)	
(a) Total postal ballot forms/e votes received.	27	6822251	18	96275	45	6918526	61.99
(b) Less: Invalid postal ballot forms (as per register) (No. of Shares where Persons have voted twice.)	*2	2	0	0	2	2	0.00
(c) Net valid postal ballot forms/ e votes (as per register).	25	6822249	18	96275	43	6918524	61.99
(d) Postal ballot forms / e votes with assent for the Resolution as a percentage of net valid shares polled.	25	6822249	16	96273	41	6918522	99.9980



(e)Postal ballot forms/e votes with dissent for the Resolution as a percentage of net valid shares polled.	0	0	2	2	2	2	0.0020
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NOTE:

***Two Ballot Forms are Invalid as the members have voted both in Postal ballot as well as in E-voting.**

