



Date: September 2, 2022

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

Reg: Security Code No. 531888

Subject: Notice for 34th Annual General Meeting

Dear Sirs,

We are enclosing herewith Notice for 34th Annual General Meeting of the **Rexnord Electronics & Controls Limited** for the Financial Year 2021-22 will be held on **Tuesday, September 27, 2022** at 11:00 a.m. at Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (West), Mumbai – 400 092 to transact the business as stated in the Notice.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means through remote e-voting.

Kindly take the above on record.

Thanking you,
For **REXNORD ELECTRONICS & CONTROLS LIMITED**


NAINY TANNA
WHOLE-TIME DIRECTOR
[DIN: 00351762]

Encl: as above.

REXNORD ELECTRONICS & CONTROLS LIMITED

92-D, Govt. Ind. Estate, Charkop, Kandivli [West], Mumbai - 400 067.

Tel. No.: 022- 6240 1800

CIN : L31200MH1988PLC047946

Website : www.rexnordindia.com | Email Id: finance@rexnordindia.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of the Members of **REXNORD ELECTRONICS AND CONTROLS LIMITED** will be held on Tuesday, September 27, 2022 at 11.00 a.m. IST at Sangam Banquets, Plot No. 366-386, RSC 37, Mangal Murti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (West), Mumbai – 400 092 to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Auditors Reports thereon.
- To appoint a director in place of Mrs. Nainy Tanna (DIN: 00351762), who retires by rotation and being eligible, offers herself for re-appointment.
- To appoint Statutory Auditors, M/s. R. S. Agrawal & Associates, Chartered Accountants in place of M/s. Rakesh Soni & Co, Chartered Accountants, who retire at the ensuing Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. R. S. Agrawal & Associates, Chartered Accountants (ICAI Registration No.: 100156W), be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company to be held in the year 2027, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

- Re-appointment of Mr. Krishnamoorthy Krishnan, Independent Non-Executive Director for a second term of 5 consecutive years, existing term expires on May 15, 2023:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Krishnamoorthy Krishnan (DIN: 08129657), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from May 16, 2023 to May 15, 2028.”

- Re-appointment of Mr. Sriram Shrinivasan, Independent Non-Executive Director for a second term of 5 consecutive years, existing term expires on May 15, 2023:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sriram Shrinivasan (DIN: 08129642), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment,

be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from May 16, 2023 to May 15, 2028.”

6. Re-appointment of Mr. Kishorechand Talwar as Chairman and Managing Director of the Company for another term of 3 years:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to re-appoint Mr. Kishorechand Talwar (DIN: 00351751) as Chairman & Managing Director of the Company, not liable to retire by rotation, for a further period of 3 (three) years i.e. with effect from April 1, 2023 and upon attaining the age of 70 (seventy) years on April 3, 2023, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Kishorechand Talwar, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

7. Re-appointment of Mrs. Nainy Kunal Tanna as Whole Time Director of the Company for another term of 3 years:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to re-appoint Mrs. Nainy Kunal

Tanna (DIN 00351762) as Whole Time Director of the Company, liable to retire by rotation, for a further period of 3 (three) years i.e. with effect from April 1, 2023 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Nainy Kunal Tanna, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors and/or key managerial personnel of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and matters as in its absolute discretion it may think necessary, expedient and desirable, to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

8. Consideration and approval for entering into contract(s)/ arrangement(s)/ transaction(s) with related party:

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 188(1) and other applicable provisions, if any of the Companies Act, 2013 (“**Act**”) read with relevant rules thereto, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws, rules, regulations, if any, consent and approval of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee of the Board) to enter into contract(s)/ arrangement(s)/ transaction(s) (including any modifications, alterations, amendments, cancellations and terminations thereto) with Mr. Kundan Talwar, who is the Promoter and Chief Financial Officer of the Company, for compensating the Company for the designing, development and construction done by the Company on the land of Mr. Kundan Talwar given by him to the Company for business purposes, after considering deduction of depreciation, usage, wear and tear and adjustments at an amount of INR 4.05 Crores (Indian Rupees Four Crores Five Lakhs only), as a one-time lumpsum negotiated payment; terminating and cancelling the existing arrangement in respect of use of the said land by the Company; and entering into a fresh leave and license for continuity of operations of the Company, on such terms and conditions as deemed fit and as may be agreed between the Company and Mr. Kundan Talwar. The said contract(s)/ arrangement(s)/ transaction(s) so carried out being at arm’s length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize, modify, renew, extend, enter and execute/sign the agreements, understandings, contracts, documents etc. as may be required on behalf of the Company for the aforesaid transactions, and to do all such acts, matters, deeds and things including registration of the documents, if required, and to take all steps and give such directions as may be required, necessary, expedient or desirable, for giving effect to the aforesaid transactions and payment of stamp duty and registration charges, if any.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable for the purpose of giving effect to this Resolution.”

For and on behalf of the Board of Directors
REXNORD ELECTRONICS AND CONTROLS LIMITED

KISHORECHAND TALWAR
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00351751)

Registered Office:

92-D Govt. Ind. Estate,
Charkop, Kandivali (W),
Mumbai- 400 067
Date: August 10, 2022.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provision of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the businesses of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulation 36(3) and (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries

of India, in respect of Director seeking re-appointment at this AGM are also annexed.

3. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 24. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM are furnished below Explanatory Statement. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.
7. The Company is not required to close Register of Members and Share Transfer Books for the purpose of AGM.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.

SEBI vide circular dated 3rd November 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st April 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.rexnordindia.com In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven

days before the date of the meeting so that the requested information can be made available at the time of the meeting.

10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

Pursuant to SEBI circular dated 25th January 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

11. The Company's shares are listed on BSE Limited, Mumbai.
12. The statutory registers including the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and other relevant documents referred to in the Notice and in the Explanatory Statements will be available for inspection by the members in electronic mode. Members who wish to inspect the documents are requested to write to the company by sending e-mail at finance@rexnordindia.com
13. (a) Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/S. BIG SHARE SERVICES PRIVATE LIMITED

Unit: [Rexnord Electronics and Controls Limited]
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093.

Tel: 022 – 62638200/222

Email: investor@bigshareonline.com

- (b) Members holding shares in demat form, please contact your depository participant and give suitable instructions to update your bank details, postal addresses, email id, telephone/Mobile number, Permanent Account Number (PAN) etc.
14. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.

15. Members / Proxies / authorized representatives should bring their copy of the Annual Report and Accounts along with duly filled Attendance Slip enclosed herewith to attend the Meeting, since copies of Annual Report will not be distributed at the meeting.
16. Members/ Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
17. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
18. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
19. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
20. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.
21. In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, Companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in Promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save natural resources.

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice calling the Annual General Meeting, Corporate Governance Report, Directors' Report, Audited Financial Statements, Auditors' Report, etc. is being sent through electronic mode to those Members only whose email addresses are registered with the RTA / Depositories. Members may note that the Notice and Annual Report 2022 will also be available on the Company's website www.rexnordindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and Notice will be available on the website of CDSL i.e., www.evotingindia.com.

22. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- (a) For Members holding shares in physical form, please send scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA at: ujata@bigshareonline.com. Member can also update/register their email id directly at <https://bigshareonline.com/InvestorRegistration.aspx>
- (b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
23. The route map of the venue of the Annual General Meeting is appended to this Report.
24. Voting through electronic means:
- (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
- (ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
- (v) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, September 20, 2022.
- (vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 20, 2022 only shall be entitled to avail the facility of e-voting / remote e-voting.
- (vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 20, 2022 may obtain the User ID and password from BIG SHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agents of the Company).
- (viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The result of the voting will be announced within 2 working days of the conclusion of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company (www.rexnordindia.com) and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange.
- (ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, September 27, 2022.
25. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
- a) The voting period begins on **Saturday, September 24, 2022 Start Time: 9:00 a.m. (IST)** and ends on **Monday, September 26, 2022 End Time: 5:00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. |

| Type of shareholders | Login Method |
|--|--|
| | <ol style="list-style-type: none"> If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will |

| Type of shareholders | Login Method |
|---|---|
| | open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- e) Login method for remote e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form other than individual and Physical Form |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- f) After entering these details appropriately, click on "SUBMIT" tab.
- g) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- j) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- k) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- m) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- p) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; finance@rexnordindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3:

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Companies Act, 2013 ("the Act").

The Members at the Twenty-ninth Annual General Meeting ("AGM") of the Company held on September 1, 2017, had approved the appointment of M/s. Rakesh Soni & Co., Chartered Accountants (Firm Registration No.: 114625W), as Statutory Auditors of the Company, to hold office till the conclusion of the Thirty-fourth AGM.

Your Board proposes to appoint M/s. R. S. Agrawal & Associates, Chartered Accountants, Mumbai (Firm Registration No. 100156W with the Institute of Chartered Accountants of India) as Statutory Auditors of the Company in place of M/s. Rakesh Soni & Co., Chartered Accountants.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., pursuant to section 139 (2) of the Act, the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 10th August, 2022, proposed the appointment of M/s. R. S. Agrawal & Associates, Chartered Accountants (Firm Registration No. 100156W), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of Thirty-fourth AGM till the conclusion of Thirty-ninth AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

M/s. R. S. Agrawal & Associates, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. M/s. R. S. Agrawal & Associates, Chartered Accountants is a firm based at Mumbai registered with the Institute of Chartered Accountants of India having registration number 100156W having experience of conducting the statutory audits of various companies listed on stock exchanges in India. They have also confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

The Board of Directors has decided to pay remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time for conducting the audit for the financial year 2022-2023, excluding applicable taxes and reimbursement of out-of-pocket expenses at actuals. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such

manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

MEMORANDUM OF INTEREST

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

ITEM NO. 4 & 5:

Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan were appointed as the Independent Non-Executive Directors of the Company to hold office for a term of five consecutive years with effect from May 16, 2018 to May 15, 2023, by the Members of the Company in the AGM held on September 28, 2018.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for second term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and the performance evaluation and in terms of the provisions of Sections 149, and 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan, being eligible for re-appointment as Independent Non- Executive Directors, offers themselves for re-appointment, are proposed to be re-appointed as Independent Non-Executive Directors for second term of five consecutive years from May 16, 2023 to May 15, 2028.

In the opinion of the Board, Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan fulfill the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for their appointment as Independent Non-Executive Director of the Company and are independent of the management. Copy of the draft letter for appointment of Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan as Independent Non-Executive Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during working day's between 11:00 a.m. to 1:00 p.m. upto and including the date of AGM of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan as Independent Non-Executive Directors of the Company.

Independent director databank registration pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, of Mr. Krishnamoorthy Krishnan and Mr.

Sriram Shrinivasan is valid. Requisite disclosures have been received from respective Directors in this regard.

Accordingly, the Board recommends the Special Resolutions in relation to eligibility and re-appointment of Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan as Independent Non-Executive Directors of the Company for second term of five consecutive years with effect from May 16, 2023 to May 15, 2028, for the approval of Members.

MEMORANDUM OF INTEREST

Except Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan and their relatives, none of the Directors or Key Managerial personnel of the Company and their relatives, are in anyway concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 6:

Mr. Kishorechand Talwar was appointed as Chairman & Managing Director of the Company for a term of 3 years upto March 31, 2023 through Special Resolution passed on September 23, 2020. Mr. Kishorechand Talwar is on the Board of the Company since July 4, 1988 and looks after overall affairs of the Company.

Mr. Kishorechand Talwar will attain the age of 70 (seventy) years on April 3, 2023. He is a prominent and successful Industrialist with a wide experience in the industry. Accordingly, looking at his expertise and long experience of business and keeping in mind the contribution made by Mr. Kishorechand Talwar towards the growth and performance of the Company, your Board of Directors at their meeting held on August 10, 2022, have re-appointed Mr. Kishorechand Talwar as the Chairman & Managing Director of the Company and approved continuation of his employment upon attaining the age of 70 (seventy) years on April 3, 2023.

Pursuant to Section 196 read with relevant rules of Companies Act, 2013, no company shall continue the employment of any person as Managing Director if he/she has attained the age of seventy years. However, the appointment of a person who has attained the age of seventy years may be made by passing a special resolution. The Company seeks consent of the members by way of special resolution for continuation of his holding of existing office after the age of 70 years, after the initiation of fresh term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

The terms of his reappointment including remuneration, commission, perquisites etc. as have been approved by the Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting.

The terms and conditions of his appointment are set out below:

- Salary: ₹ 10,00,000/- per month (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules).
- Benefits, Perquisites and Allowance:
 - House Rent Allowance
 - Gratuity payable at a rate of half month's salary for each completed year of service.
 - Company's contribution towards Provident Fund

- Encashment of leave at the end of tenure if any as per Company's Rules.
- Reimbursement of actual travelling expenses
- Special Allowances, Bonus etc.
- Commission: Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members in terms of Section 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the appointment of Mr. Kishorechand Talwar as a Chairman & Managing Director for a period of 3 years commencing April 01, 2023 upon attaining the age of 70 (seventy) years on April 3, 2023.

This explanatory statement and the resolution at Item no. 6 may also be read and treated as disclosure in compliance with the requirements of Section 190 and 196(3) of the Companies Act, 2013.

MEMORANDUM OF INTEREST

Mr. Kishore Chand Talwar, Chairman & Managing Director and Mrs. Nainy K Tanna, Whole-time Director being relatives are deemed to be interested or concerned in the said resolution and relatives Mr. Kundan Talwar, CFO of the Company, are interested in the said resolution to the extent of their shareholding, if any, in the Company.

Save and except above, none of the other directors and key managerial personnel of the Company or relatives of other directors and key managerial personnel is in any way concerned and interested in the said Resolution.

ITEM NO. 7:

Mrs. Nainy Tanna was appointed as Whole Time Director of the Company for a term of 3 years upto March 31, 2023 through Special Resolution passed on September 23, 2020. Mrs. Nainy Tanna is associated with the Company since August 1, 2001 as a Director of the Company. She has an experience of over 21 years to her credit. She looks after Finance, Import and Export related activities of the Company.

Keeping in mind the contribution made by Mrs. Nainy Tanna towards the growth and performance of the Company, your Board of Directors at their meeting held on August 10, 2022, have re-appointed Mrs. Nainy Tanna as the Whole Time Director of the Company. The terms of her re-appointment including remuneration, commission, perquisites etc. as have been approved by the Nomination & Remuneration Committee and the Board, subject to the approval of the Members at the ensuing Annual General Meeting.

The terms and conditions of her appointment are set out below:

- Salary: ₹ 5,00,000/- per month (with such increments as may be determined by the Board of Directors of the Company from time to time as per Company's Rules).

- Benefits, Perquisites and Allowance :
 - House Rent Allowance
 - Gratuity payable at a rate of half month's salary for each completed year of service.
 - Company's contribution towards Provident Fund
 - Encashment of leave at the end of tenure if any as per Company's Rules.
 - Reimbursement of actual travelling expenses
 - Medical Allowances
 - Special Allowances, Bonus etc.
- Commission: Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of the Companies Act, 2013 as may be recommended by the Nomination & Remuneration Committee and approved by the Board.

The resolution seeks the approval of the members in terms of Section 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the appointment of Mrs. Nainy Tanna as a Whole Time Director for a period of 3 years commencing April 01, 2023.

This explanatory statement and the resolution at Item no. 7 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

MEMORANDUM OF INTEREST

Mrs. Nainy K Tanna, Whole-time Director and Mr. Kishore Chand Talwar, Chairman & Managing Director being relatives are deemed to be interested or concerned in the said resolution and relatives Mr. Kundan Talwar, CFO of the Company, are interested in the said resolution to the extent of their shareholding, if any, in the Company.

Save and except above, none of the other directors and key managerial personnel of the Company or relatives of other directors and key managerial personnel is in any way concerned and interested in the said Resolution.

ITEM NO. 8:

Rexnord Electronics & Controls Ltd. is engaged in the business of manufacturing and selling of instrument cooling fans and motors and for the business purpose the Company has taken credit facility from HDFC Bank Limited.

The aforesaid credit facility has been granted to the Company against mortgage of the Plots of land situated at Survey No. 62, 74, 75 & 20 Village - Devdal, Kaman Taluka – Vasai, District - Palghar (MS) ("**Land**") and certain development, construction and other assets existing on the Land. The Land which is mortgaged belongs to Mr. Kundan Talwar, who is the Promoter and Chief Financial Officer of the Company. Along with the mortgage of the Land, a personal guarantee has also been given by Mr. Kundan Talwar for the said credit facility taken by the Company.

Mr. Kundan Talwar has made a request to the Company that he wants to withdraw his personal guarantee and release the mortgage on the Land created against the credit facility taken by the Company. The Company approached the bank for the same.

In future if the Company is desirous of availing any credit facility from any banks/secured creditors, such banks/secured creditors may require Mr. Kundan Talwar's personal guarantee as well as mortgage of the Land since the operations of the Company are carried from the Land owned by Mr. Kundan Talwar. Such requirements from banks/secured creditors can again create issues as faced today. Therefore, to resolve the issues permanently, the Company offered that either a.) the Land owned by Mr. Kundan Talwar be purchased by the Company; or b.) the cost incurred by the Company for the designing, development and construction on the Land of Mr. Kundan Talwar be paid by Mr. Kundan Talwar to the Company.

The Company offered to buy the Land from Mr. Kundan Talwar; however, Mr. Kundan Talwar has communicated to the Company that it is not feasible for him to sell the Land. Mr. Kundan Talwar has agreed to compensate the Company for the designing, development and construction done by the Company on the Land of Mr. Kundan Talwar after deduction of depreciation, usage, wear and tear and adjustments, at a negotiated price (not being lower than the fair valuation).

The Company has undertaken fair valuation from 2 independent registered valuers and the Company negotiated and offered an amount which was at least the higher of the fair valuation received from the two valuers i.e., INR 4.05 Crores (Indian Rupees Four Crores Five Lakhs only). Based on the negotiations, Mr. Kundan Talwar has agreed to pay INR 4.05 Crores (Indian Rupees Four Crores Five Lakhs only) to the Company as a one-time lumpsum negotiated payment as compensation, terminate and cancel the existing arrangement in respect of use of the Land by the Company and to enter into a fresh leave and license for continuity of operations of the Company.

The following disclosure of Related Party Transactions is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rule, 2014:

| Particulars | Information |
|---|--|
| Name of the Related Party | Mr. Kundan Talwar |
| Name of Director(s) or Key Managerial Personnel who is related, if any. | 1. Mr. Kishore Chand Talwar, Chairman and Managing Director and 2. Mrs. Nainy Kunal Tanna, Whole time Director |
| Nature of Relationship | Related as Son and Brother of the above-mentioned Directors of the Company, respectively. |
| Nature, material terms, monetary value and particulars of the contract or arrangement | Compensating the Company for the design, development and construction done by the Company on the land of Mr. Kundan Talwar given by him to the Company for business purposes, after deduction of depreciation, usage, wear and tear and adjustments at an amount of INR 4.05 Crores (Indian Rupees Four Crores Five Lakhs only), as a one-time lumpsum negotiated payment. Terminating and cancelling of the existing arrangement in respect of use of Land by the Company. Entering into a leave and license for continuity of operations of the Company. |

| Particulars | Information |
|---|-------------|
| Any other information relevant or important for the members to take a decision on the proposed resolution | None |

The transactions described hereabove are being carried out on arm's length basis, however for good corporate governance an approval of the shareholders is being sought for the said transactions.

Therefore, on the recommendation of the Audit Committee, your Board of Directors recommends the passing of the resolution as set out at item no. 8 of the accompanying Notice as an Ordinary Resolution.

MEMORANDUM OF INTEREST

Mr. Kishore Chand Talwar, Chairman & Managing Director and Mrs. Nainy K Tanna, Whole-time Director being relatives are deemed to be interested or concerned in the said resolution and relatives of Mr. Kundan Talwar may be deemed

to be interested in the said resolution to the extent of their shareholding, if any, in the Company.

Save and except above mentioned none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned and interested in the said Resolution.

For and on behalf of the Board of Directors
REXNORD ELECTRONICS AND CONTROLS LIMITED

KISHORECHAND TALWAR
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00351751)

Registered Office:

92-D Govt. Ind. Estate,
Charkop, Kandivali (W),
Mumbai- 400 067
Date: August 10, 2022.

ANNEXURE “A” TO THE EXPLANTORY STATEMENT

Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013 giving details in respect of re-appointment of Mr. Kishorechand Talwar and Mrs. Nainy K. Tanna.

I. GENERAL INFORMATION:

1. Nature of Industry: The main business of the Company is manufacturing and sale of instrument cooling fans and shaded pole motors used for industrial purposes.
2. Date or expected date of commencement of commercial production: Not Applicable, as the Company is an existing Company.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

(₹ in Lakhs)

| Sr. No. | Particulars | 2021-2022 | 2020-2021 | 2019-2020 |
|---------|------------------|-----------|-----------|-----------|
| 1. | Gross Income* | 7216.57 | 5122.12 | 6591.87 |
| 2. | Profit after tax | 921.91 | 309.15 | 407.30 |

*net of GST collected

5. Foreign Investments or collaborations, if any: Company does not have any investment outside India.

II. INFORMATION ABOUT THE APPOINTEE:

| Name of Director | Mr. Kishorechand Talwar | Mrs. Nainy Tanna |
|--|---|---|
| Background details. | He is 69 Years of age and qualified as B.A. [Diploma in Export Marketing]. He is associated with the Company since July 04, 1988 as Director of the Company and has an experience of over 33 years to his credit. | She is 41 years of age and is qualified as M. Com., MBA in Marketing from NMIMS and Diploma in Export & Import. She is associated with the Company since August 01, 2001 as Director of the Company and has an experience of over 21 years to her credit. |
| Past remuneration | ₹ 165.92 Lakhs | ₹ 54.97 Lakhs |
| Recognition or awards | NIL | NIL |
| Job profile and his suitability | He looks after overall affairs of the Company and plays an imperative role in the progress of the Company. | She looks after Finance, Import and Export related activities of the Company. |
| Remuneration proposed | As per Notice & Explanatory Statement | As per Notice & Explanatory Statement |
| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Not possible being a unique nature of the industry. However as compared to the size of our company, the remuneration to be paid is going to be very comparative as per the industry norms. | Not possible being a unique nature of the industry. However as compared to the size of our company, the remuneration to be paid is going to be very comparative as per the industry norms. |
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Being promoter, he is directly related to the Company. | Being promoter, she is directly related to the Company. |

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits: N.A.
2. Steps taken or proposed to be taken for improvement: N.A.
3. Expected increase in productivity and profits in measurement terms: N.A.

IV. DISCLOSURES:

The Information, as required, is provided under 'Report on Corporate Governance'.

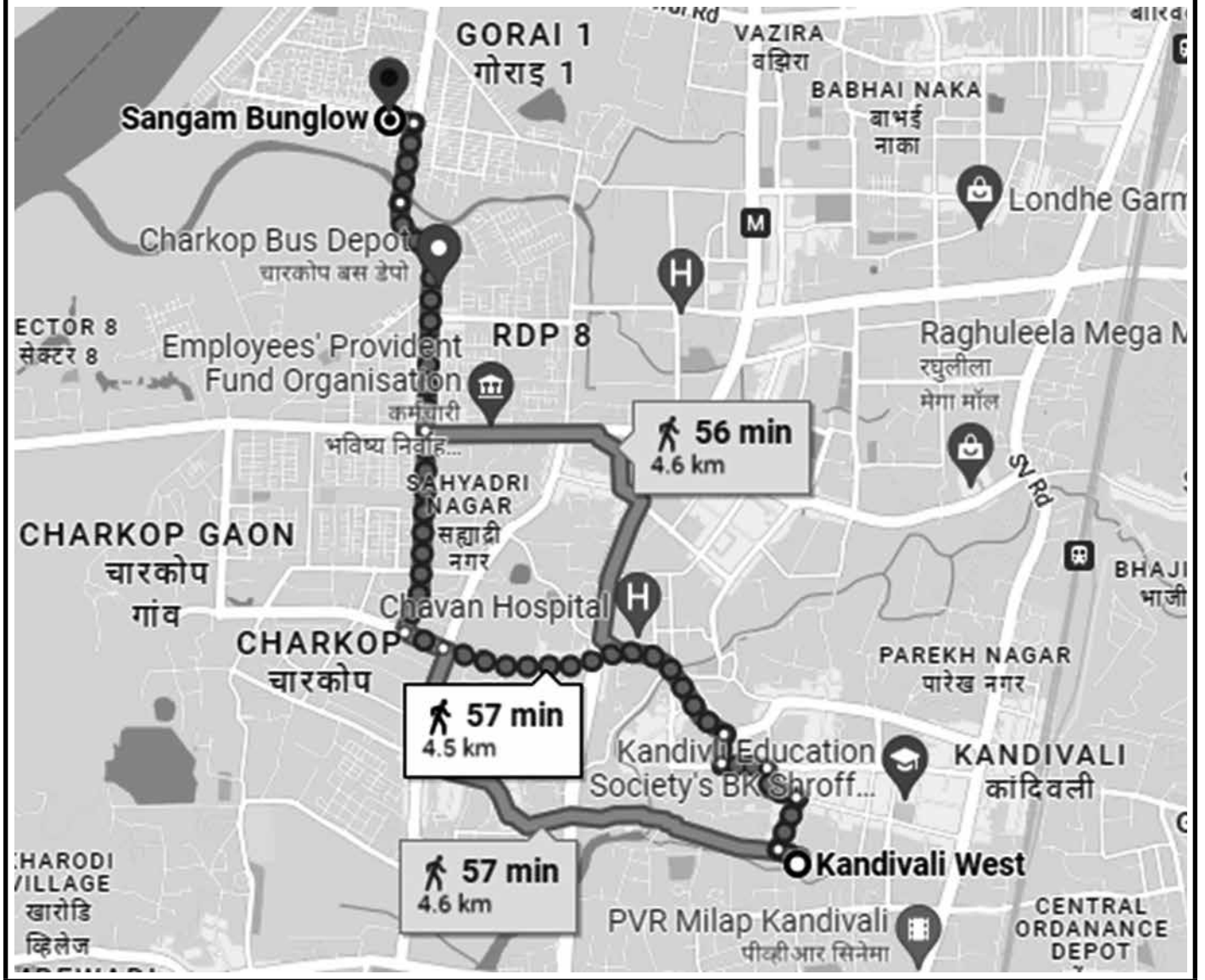
DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 34TH ANNUAL GENERAL MEETING, AS SET OUT IN ITEM NO. 2, 4, 5, 6 & 7 OF THIS NOTICE, IN TERMS OF REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

| Name of Director | Mr. Kishore Chand Talwar | Mrs. Nainy K. Tanna |
|--|--|---|
| Director Identification Number (DIN) | 00351751 | 00351762 |
| Date of Birth | April 3, 1953 | September 24, 1981 |
| Age | 69 Years | 41 Years |
| Brief resume & Nature of expertise in specific functional areas | He is associated with the Company since July 4, 1988 as Director of the Company and has an experience of over 31 years to his credit. He looks after overall affairs of the Company and plays an imperative role in the progress of the Company. | She is associated with the Company since August 01, 2001 as Director of the Company and has an experience of over 20 years to her credit. She looks after Finance, Import and Export related activities of the Company. |
| Disclosure of relationship between directors inter-se | Father of Mrs. Nainy K. Tanna (Wholtime Director) and Mr. Kundan Talwar (CFO). | Daughter of Mr. Kishorechand Talwar (Chairman and Managing Director) and sister of Mr. Kundan Talwar (CFO). |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board | None | None |
| No. of Shares held in the Company | 53,25,446 shares | 3,62,200 shares |
| Membership & Chairmanships of Committees of the Board | Refer to Report on Corporate Governance | Refer to Report on Corporate Governance. |

| Name of Director | Mr. Krishnamoorthy Krishnan | Mr. Sriram Shrinivasan |
|--|---|---|
| Director Identification Number (DIN) | 08129657 | 08129642 |
| Date of Birth | May 19, 1962 | March 29, 1958 |
| Age | 60 years | 64 years |
| Brief resume & Nature of expertise in specific functional areas | He is a Qualified Chartered Account and has experience of 29 years, as practicing Chartered Accountant. He is professionally interacting with entrepreneurs from the fields of Pharmaceuticals, Bulk Drugs, Chemicals, Gems & Jewellery, IT, Infrastructure, Education and Housing Societies. | He is a Master of Financial Management from Jamnalal Bajaj Institute of Management Studies, B.E. (Electrical) from University of Mumbai, Certified Project Management Professional and IBM Certified Complex Program Manager. He has experience of over 36 years, in the IT Industry and has managed large and complex system integration and technology transformation projects across diverse industries. |
| Disclosure of relationship between directors inter-se | Not related to any Director of the Company | Not related to any Director of the Company |
| Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board | Refer to Report on Corporate Governance | Refer to Report on Corporate Governance |
| No. of Shares held in the Company | NIL | NIL |
| Membership & Chairmanships of Committees of the Board | Refer to Report on Corporate Governance | Refer to Report on Corporate Governance |

Route Map to the venue of AGM:

Address : Sangam Banquets, Plot No. 366-386, RSC 37, Mangalmurti Road,
Opposite Mangalmurti Hospital, Gorai - II, Borivali (W), Mumbai - 400 092



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REXNORD ELECTRONICS & CONTROLS LIMITED

Regd. Office: 92-D, Govt. Ind. Estate, Charkop, Kandivli [West], Mumbai - 400 067. Tel. No.: 91-22-62401800

CIN : L31200MH1988PLC047946

Website : www.rexnordindia.com | Email Id: finance@rexnordindia.com

34th Annual General Meeting to be held on Tuesday, September 27, 2022 at 11.00 a.m. IST at Sangam Banquets, Plot No. 366-386, RSC 37, Mangalmurti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai – 400 092

ATTENDANCE SLIP

| | |
|--------|--|
| DP ID* | |
|--------|--|

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| Registered Folio No. | |
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| | |
|------------|--|
| Client ID* | |
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|-----------------|--|
| No. of Share(s) | |
|-----------------|--|

Name & Address of Shareholder:.....

I/We hereby record my / our presence at the 34th Annual General Meeting at Sangam Banquets, Plot No. 366-386, RSC 37, Mangalmurti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai – 400 092 on Tuesday, September 27, 2022 at 11.00 a.m. IST

Signature of Shareholder / Proxy

*Applicable for investors holdings shares in electronic form.

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), 2014]

CIN: L31200MH1988PLC047946

Name of the Company: Rexnord Electronics and Controls Limited ("RECL")

Registered Office: 92-D, Govt. Ind. Estate, Charkop, Kandivli (W) Mumbai 400067.

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|------------------------|-------|
| Name of the Member(s): | _____ |
| Registered Address: | _____ |
| E-Mail Id: | _____ |
| Folio No./Client id: | _____ |
| DP ID: | _____ |

I/We being the member(s) of _____ shares of RECL hereby appoint:

- Name: _____ Email id: _____
Address: _____ or failing him
- Name: _____ Email id: _____
Address: _____ or failing him
- Name: _____ Email id: _____
Address: _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Tuesday, September 27, 2022 at 11.00 a.m. IST Sangam Banquets, Plot No. 366-386, RSC 37, Mangalmurti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai – 400 092, and at any adjournment thereof in respect of such resolution as are indicated below.

** I wish my above Proxy to vote in the manner as indicated in the box below:

| Resolution No. | Particulars | For | Against |
|---------------------------|--|-----|---------|
| Ordinary Business: | | | |
| 1. | a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon. b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Auditors Reports thereon. | | |
| 2. | To appoint a Director in place of Mrs. Nainy Kunal Tanna (DIN 00351762), who retires by rotation and being eligible, offers herself for re-appointment. | | |
| 3. | To appoint Statutory Auditors, M/s. R. S. Agrawal & Associates, Chartered Accountants in place of M/s. Rakesh Soni & Co, Chartered Accountants, who retire at the ensuing Annual General Meeting and to fix their remuneration. | | |
| Special Business: | | | |
| 4. | Re-appointment of Mr. Krishnamoorthy Krishnan, Independent Non-Executive Director for a second term of 5 consecutive years, existing term expires on May 15, 2023. | | |
| 5. | Re-appointment of Mr. Sriram Shrinivasan, Independent Non-Executive Director for a second term of 5 consecutive years, existing term expires on May 15, 2023. | | |
| 6. | Re-appointment of Mr. Kishorechand Talwar as Chairman and Managing Director of the Company for another term of 3 years. | | |
| 7. | Re-appointment of Mrs. Nainy Kunal Tanna as Whole Time Director of the Company for another term of 3 years. | | |
| 8. | Consideration and approval for entering into contract(s)/ arrangement(s)/ transaction(s) with related party. | | |

Signed this..... Day of2022

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Note:

- (1) This form duly completed should be deposited at the Registered Office of the Company Not later than 48 hours before the commencement of Annual General Meeting of the Company.
- (2) For the resolution, Explanatory Statement and Notes, please refer to Notice of the 34th Annual General Meeting.
- (3) ** This is only optional. Please put a 'X' in the appropriate column against a resolutions indicated in the box.
- (4) Please complete all details including details of Members(S) in above box before Submission.

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| Affix Revenue Stamp of Rs. 1 |
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