



Date: October 9, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Security Code No. 531888.

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of Postal Ballot.

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith Postal Ballot Notice dated September 29, 2023 together with the Explanatory Statement thereto, seeking consent of the Members of REXNORD ELECTRONICS AND CONTROLS LIMITED ("Company"), on the following items:

Sr. No.	Particulars	Type of Resolution
1	Alteration of the Object Clause of the Memorandum of Association of the Company.	Special Resolution

This postal ballot notice is being sent by permitted mode with the facility of communication of the assent or dissent of the shareholder to the resolution and through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. September 29, 2023.

Members have the option to vote either by means of Postal Ballot Form or through e-voting.

The Company has engaged the services of Bigshare Services Private Limited for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Wednesday, October 11, 2023 at 09:00 A.M. (IST) and ends on Thursday, November 9, 2023 at 05:00 P.M. (IST).

This is for your information and records.

Thanking you,
Yours Faithfully,

For REXNORD ELECTRONICS AND CONTROLS LIMITED

Digitally signed by
KISHORECHAND
KEWAL TALWAR
Date: 2023.10.09 12:51:30
+05'30'

KISHORECHAND TALWAR
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00351751)



Encl.: as above

REXNORD ELECTRONICS AND CONTROLS LIMITED

CIN: L31200MH1988PLC047946

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

E mail: finance@rexnordindia.com Website: www.rexnordindia.com

Tel no.: +91-22 62401800.

NOTICE OF POSTAL BALLOT

To,

The Members of Rexnord Electronics & Controls Limited

Notice is hereby given pursuant to provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the members of the Company for passing by means of Postal Ballot including Electronic Voting ("e-voting").

The explanatory statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013, pertaining to the resolutions setting out the material facts and the reasons thereof are annexed hereto along with the notice of the postal ballot for your consideration.

The Board of Directors has appointed Mr. Mahesh Soni, Partner of M/s. GMJ & Associates, Practicing Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the postal ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Bigshare Services Private Limited for facilitating e-voting. Members have the option to vote either by means of Postal Ballot Form or through e-voting.

You are requested to peruse the proposed resolutions along with Explanatory Statement and carefully read the instructions that form the part of this Notice and return the form in original duly filled signed (at the marked places in the Postal Ballot Form) indicating your assent (FOR) or dissent (AGAINST) for the said resolutions.

Members desiring to exercise their vote by means of physical Postal Ballot Form are requested to carefully read the instructions given in this Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than 5:00 p.m. (IST) on Thursday, November 9, 2023, at Bigshare Services Private Limited, Office No: S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400 093. Postal Ballot Forms received after 5:00 p.m. (IST) on Thursday, November 9, 2023 will be strictly treated as reply from the concerned Member has not been received.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on November 9, 2023. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time. The last date of e-voting, i.e. November 9, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

After completion of scrutiny of the Postal Ballot Forms and e-voting, the Scrutinizer will submit his report to the Chairman & Managing Director or any other officer of the Company, authorized by him. The results of the voting conducted through Postal Ballot (including e-voting) will be announced within two working days at the Registered Office at 92-D, Govt. Industrial Estate, Charkop, Kandivli (West), Mumbai - 400067 ("Registered Office"), of the Company and also by placing the same along with the Scrutinizer's Report on the Company's website, www.rexnordindia.com, as well as on the website of e-voting agency i.e. Bigshare Services Private Limited at <https://ivote.bigshareonline.com>. The results will simultaneously be communicated to the stock exchange where the shares of the Company are listed i.e. BSE Limited at www.bseindia.com.

SPECIAL BUSINESS:

ITEM NO.1

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

*To consider and, if thought fit, to give assent or dissent to pass the following resolution as **special resolution** through postal ballot process:*

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to alter clause III (A) of Memorandum of Association of Company by inserting following clause 2A after clause 2 in following manner:

2A. *To Carry on in India and Abroad the business independently or in Joint Venture or in collaboration with anyone as Manufacturer and/or Trader of Electric & Electronic Goods, Information Technology and related activities thereof; Back-office Operations of Manufacturing Unit which is engaged in the Production of Electronic Goods & Items at the Proposed office location situated at Plot No. 92-D, bearing CTS NO.316/3,316/D, Government Industrial Estate, Charkop, Kandivali West, Mumbai - 400067. The Back-office Operations activity involves:*

- a) *CAD/CAM/CAE Support*
- b) *Electric Motors Design*
- c) *Electrical Appliance and Devices Design*
- d) *Electronic Control Systems Design*
- e) *Engineering & Designing*

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 requiring the Board to secure any further consent or approval of the Members 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.”

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: September 29, 2023.

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot form is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, September 29, 2023 (“Cut-off date”)**. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered by them with the depository participants (in case of electronic shareholding the Company's Registrar and Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, September 29, 2023 will be considered for the purpose of voting, being the cut-off date fixed for the purpose.
4. Members have the option to vote either by means of Postal Ballot Form or through e-voting.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In compliance with provisions of Section 108 and 110 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 through Postal Ballot by electronic means. The facility of casting the votes by the members using an electronic voting system will be provided by Bigshare Services Private Limited. The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.

7. Members who have received the Postal Ballot Notice by e-mail and wish to vote through Physical Form may download the Postal Ballot Form along with instructions and manner of e-voting process from the Company website at www.rexnordindia.com and send the duly completed and signed Postal Ballot Form to Bigshare Services Private Limited, Office No:S6-2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400 093, so as to reach on or before 5:00 p.m. (IST) on Thursday, November 9, 2023.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5:00 p.m. (IST) on Thursday, November 9, 2023. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Any Postal Ballot received after 5:00 p.m. (IST) on Thursday, November 9, 2023 will be strictly treated as no reply was received from the concerned Member.
9. The voting through electronic means will commence at 9:00 am (IST) on **Wednesday, October 11, 2023**, and ends at 5:00 pm (IST) on **Thursday, November 9, 2023**. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
10. The Board of Directors has appointed Mr. Mahesh Soni, Partner of M/s GMJ & Associates, Practicing Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the postal ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
11. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/authority/letter/power attorney, etc.) in favour of their authorised representatives to the scrutinizer.
12. All the material documents referred to Explanatory Statements, shall be available for inspection without any fee at the Registered Office of the Company during working day's between 11:00 a.m. to 5:00 p.m. upto and including the last date of Postal Ballot i.e Thursday, November 9, 2023.
13. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.rexnordindia.com, and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, where the shares of the Company are listed and is also disseminated on the website of Bigshare Services Private Limited (agency for providing the e-voting system for the Postal Ballot) at <https://ivote.bigshareonline.com>.
14. The Scrutinizer will submit his report to the Chairman & Managing Director or any other officer of the Company, authorized by him. The results of the voting conducted through Postal Ballot (including e-voting) will be announced within two working days.
15. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.

16. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the Equity Shares of the Company are listed. The Special Resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Thursday, November 9, 2023**, being the last date specified by the Company for e-voting.
17. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

Process for registration of e-mail id

(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: charmi@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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Wednesday, October 11 2023**, and ends at 5:00 pm (IST) on **Thursday, November 9, 2023**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 29, 2023** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. 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.

- iii. 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting 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"> 1) 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. 2) 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) 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.nsdl.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.

- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigsharei-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
 - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
 - Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".
Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

ITEM NO. 1:

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

This is to inform the members that your Board of Directors at their meeting held on September 29, 2023, decided to diversify into the business of back office operations activities which will result in amendment to the objects of the Company and consequential alterations to clause III (A) of the Memorandum of Association by inserting new clause 2A after existing clause 2.

Accordingly, pursuant to the provisions of the Companies Act, 2013 the approval of shareholders is required by way of special resolution for change of objects of the Company and consequential amendment of Memorandum of Association of the Company.

The draft of the revised Memorandum of Association of the Company reflecting the said change 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 5:00 p.m. upto and including the last date of Postal Ballot i.e Thursday, November 9, 2023.

Your Directors hereby recommend resolution set out at Item No. 1 of the Postal Ballot Notice for member's approval as a special resolution.

MEMORANDUM OF INTEREST

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the special resolution set out in Item No. 1 except to the extent to their shareholding in the Company, if any.

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: September 29, 2023

REXNORD ELECTRONICS AND CONTROLS LIMITED

CIN: L31200MH1988PLC047946

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

E mail: finance@rexnordindia.com Website: www.rexnordindia.com

Tel no.: +91-22 62401800.

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

Sr. No.	Particulars	Details
1.	Name & Registered address of the sole/first name shareholder	
2.	Name of the joint shareholder, if any	
3.	Registered Folio No./ DP ID & Client ID:	
4.	No. of shares held	

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through postal ballot for the business stated in the Postal Ballot Notice dated September 29, 2023 issued by Company by conveying my/our assent or dissent to said resolution(s) by placing the tick (✓) mark in the box against the respective matters.

Item No.	Description of the Resolutions	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Alteration of the Object Clause of the Memorandum of Association of the Company.			

Place:

Date:

Signature of the Member/Authorised Representative

GENERAL INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted). The duly completed Postal Ballot Form should reach the Scrutinizer, in the enclosed pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by the courier or registered/speed post at the expense of the Member will also be accepted.
2. This form should be completed and signed by the Member/Authorised Representative (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e., 5.00 p.m. (IST) on Thursday, November 9, 2023. All Postal Ballot Forms received after this date and time will be treated as if reply from such member(s) has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter, along with attested specimen signature(s) of the duly authorized signatory(ies) who is authorised to vote, failing which the Postal Ballot Form will be treated as invalid.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., 5.00 p.m. (IST) on Thursday, November 9, 2023.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on cut-off date i.e., Friday, September 29, 2023.
9. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. The exercise of vote under postal ballot process is not permitted through proxy.
11. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
12. Incomplete, unsigned, or incorrect Postal Ballot Forms will be rejected.

A Postal Ballot Form shall be considered invalid if:

1. A form other than one issued by the Company has been used;
2. It has not been signed by or on behalf of the member of the Company;
3. Signature on the Postal Ballot Form does not match the specimen signatures of the member available with the RTA;
4. It is not possible to determine without any doubt the assent or dissent of the Member;
5. Neither assent nor dissent is mentioned;
6. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
7. The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
8. The Postal Ballot Form, signed in representative capacity, is not accompanied by a certified true copy of the relevant specific Authority;
9. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
10. A Member has made any amendment to resolution or imposed any condition while exercising his vote.
11. The member has also voted through e-voting.