

**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](mailto:finance@rexnordindia.com) Website: [www.rexnordindia.com](http://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 Resolutions 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, August 10, 2023, at 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. Postal Ballot Forms received after 5:00p.m. (IST) on Thursday, August 10, 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 August 10, 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 August 10, 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. Ind. Estate, Charkop Kandivli (W), 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](http://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](http://www.bseindia.com).

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: APPOINTMENT OF MR. MOHAN RAMMURTHI IYER (DIN 10158806) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR A 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 149, 196, 197, 198 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 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 appoint Mr. Mohan Rammurthi Iyer (DIN 10158806) as Executive Director on the Board of the Company to be designated as "Whole-time Director" of the Company, liable to retire by rotation, for a period of 3 (three) years i.e. with effect from May 12, 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 appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Mohan Rammurthi Iyer, 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."

#### **ITEM NO. 2: APPOINTMENT OF MR. MAHENDRA DAGADU SONAWANE, INDEPENDENT NON-EXECUTIVE DIRECTOR FOR A TERM OF 5 CONSECUTIVE YEARS W.E.F APRIL 01, 2024:**

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, 152 and 161 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, the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Mahendra Dagadu Sonawane (DIN: 10160742), 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 appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from April 1, 2024 to March 31, 2029 and that he shall not be liable to retire by rotation.”

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

Sd/-  
**KISHORECHAND TALWAR**  
**CHAIRMAN & MANAGING**  
**DIRECTOR (DIN: 00351751)**

**Registered Office:**

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

Date: July 4, 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, July 7, 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, July 7, 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. 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.
6. 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](http://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, August 10, 2023.
7. 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, August 10, 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, August 10, 2023, will be strictly treated as no reply was received from the concerned Member.
8. The voting through electronic means will commence at 9:00 am (IST) on **Wednesday, July 12 2023**, and ends at 5:00 pm (IST) on **Thursday, August 10, 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.
9. 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.
10. 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.
11. 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, August 10, 2023.

12. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.rexnordindia.com](http://www.rexnordindia.com), and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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>.
13. 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.
14. 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.
15. 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, August 10, 2023**, being the last date specified by the Company for e-voting.
16. 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](mailto: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, July 12 2023**, and ends at 5:00 pm (IST) on **Thursday, August 10, 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, July 7, 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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> 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. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>BIGSHARE</b> and you will be</li> </ol>

	re-directed to <b>i-Vote</b> 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"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 "IN FAVOUR", "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 Bigshare i-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:**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> 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:

Mr. Mohan Rammurthi Iyer was appointed as an Additional Director to be designated as Whole Time Director of the Company for a term of 3 years w.e.f May 12, 2023 at the Board Meeting held on May 12, 2023.

He has an experience of over 18 years to his credit. He is the Export Manager of the Company and looks after the related activities of the Company.

The terms of his 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 his appointment are set out below:

- Salary: INR 83,000/- 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.
  - Dearness Allowance.
  - Company's contribution towards Provident Fund.
  - Gratuity payable at a rate of half month's salary for each completed year of service.
  - Reimbursement of actual travelling expenses
  - Bonus, if applicable etc.

Accordingly, the Board recommends the Special Resolution for 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. Mohan Rammurthi Iyer as a Whole Time Director for a period of 3 years commencing May 12, 2023.

This explanatory statement and the resolution at Item no.1 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

#### MEMORANDUM OF INTEREST

Except Mr. Mohan Rammurthi Iyer and his relatives 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. 2:

The Board of Directors of the Company at their meeting held on May 12, 2023 and on recommendation of Nomination and Remuneration Committee 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, propose to appoint Mr. Mahendra

Dagadu Sonawane, as Independent Non- Executive Director to hold office for a term of five consecutive years from April 1, 2024 to March 31, 2029.

In the opinion of the Board, Mr. Mahendra Dagadu Sonawane fulfills 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 his appointment as Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mahendra Dagadu Sonawane as Independent Non-Executive Director 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 5:00 p.m. upto and including the last date of Postal Ballot i.e Thursday, August 10, 2023.

Independent director's databank registration pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, of Mr. Mahendra Dagadu Sonawane is valid. Requisite disclosures have been received from respective Director in this regard.

Accordingly, the Board recommends the Special Resolution for approval of the members in relation to appointment of Mr. Mahendra Dagadu Sonawane as Independent Non-Executive Director of the Company for a term of five consecutive years with effect from April 1, 2024 to March 31, 2029, for the approval of Members.

#### **MEMORANDUM OF INTEREST**

Except Mr. Mahendra Dagadu Sonawane and his 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.

## 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 appointment Mr. Mohan Rammurthi Iyer

### 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:

(INR in Lakhs)

Sr. No.	Particulars	2022-2023	2021-2022	2020-2021
1.	Gross Income*	8973.17	7216.57	5122.12
2.	Profit after tax	642.00	921.91	309.15

\*net of excise duties collected

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

### II. INFORMATION ABOUT THE APPOINTEE:

Name of Director	<b>Mr. Mohan Rammurthi Iyer</b>
<b>Background details.</b>	He is a member of IME (Institution of Mechanical Engineers) and is associated with the Company since February 1, 2005 as an Export Manager of the Company and has an experience of over 18 years to his credit. He reports directly to the Chairman & Managing Director of the Company and plays an imperative role in the progress of the Company.
<b>Past remuneration</b>	Rs. 9.96 Lakhs p.a.
<b>Recognition or awards</b>	NIL
<b>Job profile and his suitability</b>	He looks after Exports of the Company plays an imperative role in the progress of the Company.
<b>Remuneration proposed</b>	As per Notice & Explanatory Statement
<b>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)</b>	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.

<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	He is associated with the Company since February 1, 2005 and currently is an Export Manager.
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### 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 AS SET OUT IN ITEM NO. 1 & 2 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:

<b>Name of Director</b>	<b>Mr. Mohan Iyer</b>	<b>Mr. Mahendra Sonawane</b>
<b>Director Identification Number (DIN)</b>	10158806	10160742
<b>Date of Birth</b>	June 7, 1962	February 20, 1974
<b>Age</b>	61 Years	49 Years
<b>Brief resume &amp; Nature of expertise in specific functional areas</b>	He is a member of IME (Institution of Mechanical Engineers) and is associated with the Company since February 1, 2005 as an Export Manager of the Company and has an experience of over 18 years to his credit. He reports directly to the Chairman & Managing Director of the Company and plays an imperative role in the progress of the Company.	He has more than 25 years of experience, 21 of which were spent in business growth, audit planning, and assisting third-party inspection and testing services. He holds a BE in mechanical engineering. He has served as a lead auditor for the QMS ISO 9001 IRCA, the EMS ISO 14001 IRCA: 2004, and the OHSAS 18001. He holds a Certified Black Belt in Lean Sigma.
<b>Disclosure of relationship between directors inter-se</b>	Not related to any Director of the Company	Not related to any Director of the Company
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board</b>	None	None
<b>No. of Shares held in the Company</b>	180 shares	NIL
<b>Membership &amp; Chairmanships of Committees of the Board</b>	None	None

**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](mailto:finance@rexnordindia.com) Website: [www.rexnordindia.com](http://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.	<b>Name &amp; Registered address of the sole/ first name shareholder</b>	
2.	<b>Name of the joint shareholder, if any</b>	
3.	<b>Registered Folio No./ DP ID &amp; Client ID:</b>	
4.	<b>No. of shares held</b>	

**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 July 4, 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.	Appointment of Mr. Mohan Rammurthi Iyer (DIN 10158806), as Whole Time Director for a term of 3 consecutive years, w.e.f May 12, 2023. (Special Resolution)			
2.	Appointment of Mr. Mahendra Dagadu Sonawane (DIN: 10160742), as an Independent Non-Executive Director for a term of 5 consecutive years, w.e.f April 01, 2024. (Special Resolution)			

**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, August 10, 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, August 10, 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, July 07, 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 Company;
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.