



Summary of proceedings of 29th Annual General Meeting

The 29th Annual General Meeting (AGM) of the Members of Rexnord Electronics and Controls Limited was held on Friday, September 1, 2017 at 10.00 a.m. at Sangam Banquets, Plot No. 366-386, RSC 37, Mangalmurti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai - 400 092.

Mr. Kishorechand Talwar, chaired the Meeting. Mr. Ram Sanehi, Director of the Company has sought leave of absence owing to some personal emergency. As the requisite quorum in compliance with the Companies Act, 2013 was present, the Chairman commenced the proceedings of the Meeting. The Chairman welcomed the members to the 29th AGM of the Company and called the meeting to order. Thereafter, he introduced all the Directors, Company Secretary and the representative of the Auditors sitting on the dias. The Chairman then delivered his speech.

The Members were informed that the Company had provided the facility of Remote e-voting to the Members through M/s. Big Share Services Private Limited in respect of all the items to be transacted at this AGM. The e-voting period commenced on August 29, 2017 at 9.00 a.m. and ended on August 31, 2017 at 5.00 p.m. In Remote e-voting, the shareholders have voting rights in proportion to their shares in the Paid-up Equity Capital and to maintain parity, Poll is called on all the Resolutions, instead of show of hands. Members, who have already voted through Remote e-voting process, shall not be debarred from participation in the meeting, but he/she shall not be entitled to vote again in the meeting and the vote cast by him/her through Remote e-voting shall be treated as final.

Mr. Mahesh Soni, Practicing Company Secretary is appointed as Scrutinizer to conduct the Poll Process in a fair and transparent manner and report on the results of the Poll. The Consolidated results of the Remote e-voting and Poll will be declared within 48 hours of the AGM. The Results will be filed with the Stock Exchange and also uploaded on the website of the Company. In the usual course, the Members are requested to propose and second the Resolutions before the Poll is taken on all the Resolutions.



The following items of business as per the Notice of AGM dated May 30, 2017, were transacted at the Meeting:

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit & Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditor's thereon.
2. Appointment Mrs. Nainy Kunal Tanna (DIN:00351762) who retires by rotation and being eligible offered herself for re-appointment.
3. Appointment of Statutory Auditors, M/s. Rakesh Soni & Co., Chartered Accountants from the Conclusion of 29th Annual General Meeting until the conclusion of the 34th Annual General Meeting, in place of M/s. R. S. Agrawal & Associates, Chartered Accountants, who retire in the Annual General Meeting

SPECIAL BUSINESS:

4. Appointment of Mr. Kishore Chand Talwar as Chairman & Managing Director of the Company for a term of Three years, Commencing from April 01, 2017.
5. Appointment of Mrs. Nainy Kunal Tanna as Whole Time Director of the Company for a term of Three years, Commencing from April 01, 2017.

The Chairman invited comments and questions from the Members. The queries raised by the Members were answered by the Chairman. The Chairman briefed the Members regarding the future business plans of the Company.

Voting was conducted by Poll on all the Resolutions as set out in the Notice dated May 30, 2017.

After completion of the Poll, Chairman hereby authorize anyone Director and/or Company Secretary to declare the results of the voting and place the results on the website of the company at the earliest.



With this, the 29th Annual General Meeting concluded with a vote of thanks to the Chair.

Thank you for attending the meeting.

Based on the attached Scrutinizer's Report, all the Resolutions as set out in the Notice have been passed with requisite majority.

Yours faithfully,

For REXNORD ELECTRONICS AND CONTROLS LIMITED

NAINY KUNAL TANNA
(DIN:00351762)
WHOLE TIME DIRECTOR

Encl.: as above

FORM No. MGT-13

Combined Report of Scrutinizer for Remote e-voting & Poll Process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Rexnord Electronics and Controls Limited,
92-D, Govt. Industrial Estate,
Charkop, Kandivli (West),
Mumbai - 400 067

Subject: 29th Annual General Meeting of the Shareholders of Rexnord Electronics and Controls Limited held on Friday, September 1, 2017 at 10:00 a.m. at Sangam Banquets, Plot No.366-386, RSC 37, Mangal Murti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai - 400 092

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 29th AGM of Equity Shareholders of Rexnord Electronics and Controls Limited at their Meeting held on Friday, September 1, 2017 at Sangam Banquets, Plot No.366-386, RSC 37, Mangal Murti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai - 400 092

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 29th AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 29th AGM is restricted to make a



Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated below on the report generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facilities and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairperson, Ballot box kept for polling was locked in our presence with due identification marks placed by us.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Pollpapers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Incomplete, invalid and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of Audited Financial Statements for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017, the Statement of Profit & Loss & Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditor's thereon.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	542481	9	542481	100	--	--	--	--
Poll/Ballot voting	4406680	33	4406680	100	--	--	--	--
Total	4949161	42	4949161	100	--	--	--	--



ITEM NO. 2: ORDINARY RESOLUTION:

Re-appointment of Mrs. Nainy Kunal Tanna (DIN: 00351762), who retires by rotation.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	256	6	256	100	--	--	--	--
Poll/Ballot voting	54680	32	54680	100	--	--	--	--
Total	54936	38	54936	100	--	--	--	--

Note: Mr. Kishore ChandTalwar, Mr. Kundan Talwar, Mrs. Sharda Talwar, Mrs. Nainy Tanna and Mr. Kunal Tanna were interested in the aforesaid resolution, hence abstained and did not vote.

ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of M/s. Rakesh Soni & Co., Chartered Accountants as a Statutory Auditors, in place of M/s. R. S. Agrawal & Associates, Chartered Accountants for a term of Five (5) years.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	542481	9	542481	100	--	--	--	--
Poll/Ballot voting	4406680	33	4406680	100	--	--	--	--
Total	4949161	42	4949161	100	--	--	--	--



ITEM NO. 4: SPECIAL RESOLUTION:

Appointment of Mr. Kishore Chand Talwar as Chairman & Managing Director of the Company for a term of Three years, Commencing from April 01, 2017.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	256	6	256	100	--	--	--	--
Poll/Ballot voting	54680	32	54680	100	--	--	--	--
Total	54936	38	54936	100	--	--	--	--

Note: Mr. Kishore Chand Talwar, Mr. Kundan Talwar, Mrs. Sharda Talwar, Mrs. Nainy Tanna and Mr. Kunal Tanna were interested in the aforesaid resolution, hence abstained and did not vote.

ITEM NO. 5: SPECIAL RESOLUTION:

Appointment of Mrs. Nainy Kunal Tanna as Whole Time Director of the Company for a term of Three years, Commencing from April 01, 2017.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	256	6	256	100	--	--	--	--
Poll/Ballot voting	54680	32	54680	100	--	--	--	--
Total	54936	38	54936	100	--	--	--	--

Note: Mr. Kishore Chand Talwar, Mr. Kundan Talwar, Mrs. Sharda Talwar, Mrs. Nainy Tanna and Mr. Kunal Tanna were interested in the aforesaid resolution, hence abstained and did not vote.




All the resolutions voted through Remote e-voting and Poll Process were passed with Requisite Majority.

The Poll papers and all other relevant records were sealed and handed over to the Chairperson of the Company for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries




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

PLACE: MUMBAI
DATE: SEPTEMBER 2, 2017.