



Rexnord Electronics & Controls Ltd.

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Consolidated Report of Scrutinizer for Remote E-voting & E-voting during AGM
[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 Chairperson,
REXNORD ELECTRONICS AND CONTROLS LIMITED,
92-D Govt Ind Estate,
Charkop, Kandivli (W),
Mumbai 400067.

Subject: 32nd Annual General Meeting of the Members of Rexnord Electronics and Controls Limited held on Wednesday, September 23, 2020 at 11 A.M. IST through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors of **Rexnord Electronics and Controls Limited** for the purpose of scrutinizing the remote e-voting process and e-voting during the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and MCA General Circular no. 20/2020 of May 5, 2020 and also SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in a fair and transparent manner in respect of the Resolutions passed at the AGM of Rexnord Electronics and Controls Limited at their Meeting held on Wednesday, September 23, 2020 at 11.00 a.m. IST by two-way Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

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 remote e-voting and e-voting system during the AGM. Our responsibility as a Scrutinizer 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 and e-voting system at the AGM provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide remote e-voting and e-voting system at the AGM.





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Item No. 1: Adoption of :-

- a. Audited Standalone Annual Financial Statements of the Company for the Financial Year ended March 31, 2020, along with the Reports of the Board of Directors' and Auditor's thereon;
- b. Audited Consolidated Annual Financial Statements of the Company for the Financial Year ended March 31, 2020, along with the Reports of Auditor's thereon.
- AS AN ORDINARY RESOLUTION

A.

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
101	3472945	100	0	0	0	-

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	7794046	3442046	44.1625	3442046	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Institutions	E-voting	1000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non-Institutions	E-voting	3364954	30899	0.9183	30899	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL		11160000	3472945	31.1196	3472945	0	100	0



Item No. 2: Appointment of Mrs. Nainy Tanna as a Director, who retires by rotation and being eligible, offers herself for re-appointment - AS AN ORDINARY RESOLUTION

A.

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
96	19993	100	0	0	0	*3452952

* Mr. Kishorechand Talwar, Mrs. Sharda Talwar, Mrs. Nainy Tanna, Mr. Kundan Talwar and Mr. Kunal Tanna being interested in the resolution, the votes were marked as invalid.

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	7794046	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Institutions	E-voting	1000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non-Institutions	E-voting	3364954	19993	0.5942	19993	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL		11160000	19993	0.1791	19993	0	100	0



Item No. 3: Re-appointment of Mr. Kishorechand Talwar as Chairman & Managing Director of the Company for a further period of 3 (three) years i.e. with effect from April 1, 2020 - AS A SPECIAL RESOLUTION

A.

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
96	19993	100	0	0	0	*3452952

* Mr. Kishorechand Talwar, Mrs. Sharda Talwar, Mrs. Nainy Tanna, Mr. Kundan Talwar and Mr. Kunal Tanna being interested in the resolution, the votes were marked as invalid.

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	7794046	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Institutions	E-voting	1000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non-Institutions	E-voting	3364954	19993	0.5942	19993	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL		11160000	19993	0.1791	19993	0	100	0



Item No. 4: Re-appointment of Mrs. Nainy Kunal Tanna as Whole Time Director of the Company for a further period of 3 (three) years i.e. with effect from April 1, 2020 - AS A SPECIAL RESOLUTION

A.

Votes in Favour			Votes against			Invalid Votes
Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of Members who voted	Nos. of votes cast	% of total nos. of votes cast	Nos. of votes cast
96	19993	100	0	0	0	*3452952

* Mr. Kishorechand Talwar, Mrs. Sharda Talwar, Mrs. Nainy Tanna, Mr. Kundan Talwar and Mr. Kunal Tanna being interested in the resolution, the votes were marked as invalid.

B.

Whether Promoter / Promoter Group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-voting	7794046	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Institutions	E-voting	1000	0	0	0	0	0	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non-Institutions	E-voting	3364954	19993	0.5942	19993	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL		11160000	19993	0.1791	19993	0	100	0



All the resolutions voted through remote e-voting and e-voting at the AGM were passed with **REQUISITE MAJORITY**. The e-voting reports containing a list of Members who voted "FOR" and "AGAINST" for each resolution and all other relevant records will be sealed and handed over to the Company Secretary of the Board for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries



[CS MAHESH SONI]
PARTNER
FCS: 3706; COP: 2324
UDIN: F003706B000765049

PLACE: MUMBAI
DATE: SEPTEMBER 24, 2020.

