

## HIND RECTIFIERS LIMITED

Lake Road, Bhandup (W), Mumbai - 400 078

Tel.: +91 22 2569 6789 Fax: +91 22 2596 2461 Website: www.hirect.com E-mail: corporate@hirect.com

CIN : L28900MH1958PLC011077

### NOTICE TO THE MEMBERS

NOTICE is hereby given that the 57th Annual General Meeting of the members of **HIND RECTIFIERS LIMITED** will be held on Thursday the 13th August, 2015 at 3.30 P.M. at Kamalnayan Bajaj Hall & Art Gallery, Bajaj Bhavan, Ground Floor, Nariman Point, Mumbai- 400 021 to transact, with or without modification(s) the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Bharat Swaroop (DIN: 00361280), who retires from office by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. Khandwala & Shah, Chartered Accountants (Firm Registration No.:105069W) as statutory Auditors of the Company and to fix their remuneration.
4. To appoint Branch Auditors for Nashik and Dehradun Plants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

#### SPECIAL BUSINESS:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders at the Annual General Meeting of the company held on 14.08.2014 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the Company be and is hereby authorised to borrow any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, at its discretion, from Financial Institutions / Banks / Institutional Investors / Body Corporate etc. on such terms and conditions, with or without security as the Board of Directors may think fit for the purpose of the business of the Company or for such other approved purpose and that the money borrowed together with the money already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) shall not, at any time exceed ₹ 150 crore (Rupees One hundred and fifty crore);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle & execute such documents / deeds / writings / agreements as may be required, to file necessary e-form(s) with the Registrar of Companies and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Directors or the Company Secretary of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders in the Annual General Meeting of the company held on 14.08.2014 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, the Company be and is hereby authorized to create such charges,

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mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of the Financial Institutions / Banks / any other investing agencies / trustees for the holders of debentures / bonds / other instruments which may be issued to and subscribed by all or any other person(s) / bodies corporate by way of private placement or otherwise, to secure rupee / foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ₹ 150 crore (Rupees one hundred and fifty crore);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle & execute such documents / deeds / writings / agreements as may be required, to file necessary e-form(s) with the Registrar of Companies and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Directors or the Company Secretary of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 & 198 and other applicable provisions, if any, of the Companies Act, 2013, reads with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof), the consent of the members be and is hereby granted to the re-appointment of Smt. Uma S. Nevatia (DIN: 00341393) as Executive Vice Chairperson of the Company for a period of three years w.e.f. 1st April, 2015 upon the terms and conditions as set out in the explanatory statement with liberty to the Board of Directors to alter or to vary the same so as not to exceed the limits set out in Section 196, 197 & 198 read with Schedule V of the Companies Act, 2013 or any amendment thereto as may be agreed to between the Board of Directors of the Company and Smt. Uma S. Nevatia."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to Smt. Akshada Nevatia relative of a Director of the Company to hold and to continue to hold an office or place of profit as an Executive of the Company in the Management cadre at a Salary of ₹ 39,570/- p.m. with liberty to the Board of Directors to alter or to vary the same so as not to exceed ₹ 2,50,000/- p.m. w.e.f. 1st June, 2015 together with usual allowances, benefits, perquisites, etc as applicable to other employees of the Company."

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules, if any, made there under including any statutory modification(s) or re-enactments thereof for the time being in force, the new Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company;

"RESOLVED FURTHER that any Director or the Company Secretary be and is hereby severally authorized to file necessary e-form(s) with the Registrar of Companies, execute all acts, things, deeds, documents and to take all steps, actions, as it may be necessary to give effect to the above resolution."

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified True copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
4. Members / Proxies holding their shares in physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
5. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
6. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form; they must quote their DP ID and Client ID Number.
7. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
8. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
9. The Ministry of Corporate Affairs ('MCA') under "Green Initiative in the Corporate Governance" allowed paperless compliances by the companies. MCA had issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the form and hand over the same along with Attendance Form at the Registration Counter of venue of Annual General Meeting for registration of Email address for receiving notice / documents including Annual Report.
10. Brief resume of all Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of the companies in which they hold Directorships, Memberships / Chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges in India, are provided in the annexure.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from 11th August, 2015 to 13th August, 2015 (both days inclusive).
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar.
13. Members are hereby informed that dividends which remain unclaimed / unencashed over a period of 7 years has to be transferred by the Company to the Investors Education & Protection Fund, constituted by the Central Government under Section 205(A) & 205(C) of the Companies Act, 1956.

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Members should note that no claim can be made by the shareholders for the unclaimed dividends which have been transferred to the credit of the Investors Education & Protection Fund of the Central Government under the amended provisions of section 205(B) of the Companies Act, 1956.

The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to the aforementioned fund constituted by the Central Government are furnished hereunder:

<b>Dividend for the year</b>	<b>Date of Declaration of Dividend</b>	<b>Due Date of transfer to the Investor Education and Protection Fund</b>
2007 – 2008	25.08.2008	24.08.2015
2008 – 2009	10.09.2009	09.09.2016
2009 – 2010	12.08.2010	11.08.2017
2010 – 2011	05.08.2011	04.08.2018
2011 – 2012	07.08.2012	06.08.2019
2012 – 2013	12.08.2013	11.08.2020
2013 – 2014	14.08.2014	13.08.2021

Members who have not encashed the dividend warrant(s) so far in respect of the above financial years, are therefore, requested to make their claims to the Registrar of the Company or the Company at the Registered Office with full details.

14. Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants. For members other than above, a physical copy of the Annual Report is being sent in the permitted mode.
15. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

**M/s. ADROIT CORPORATE SERVICES PVT.LTD.**

[ Unit : Hind Rectifiers Limited ]

19, Jafarbhoy Industrial Estate, 1st Floor,

Makwana Road, Marol Naka,

Andheri (East), Mumbai - 400 059.

Tel No.: +91 22 2859 4060/ 2859 6060 Fax: +91 22 2850 3748 ● E-mail: adroits@vsnl.net

16. (a) Members are informed that in order to avoid fraudulent encashment of dividend warrants they should send to the Registrar and Transfer Agent of the Company at the address given above under the signature of the Sole / First Joint holder the information relating to Name and Address of the Banker along with the Pin Code Number and Bank Account Number to print on the dividend warrants.  
(b) Members desirous of availing the facility of Electronic Credit of dividend are requested to send ECS Form to the Registrar and Transfer Agent of the Company at the address given above.  
(c) Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code to the Depository Participant.

17. The Company has listed its shares on The Bombay Stock Exchange Limited (BSE) & National Stock Exchange of India Limited (NSE).
18. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is attached herewith.
19. All documents referred to in the notice are open for inspection at the Registered Office of the Company during office hours on all working days (except public holidays) between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
20. Voting through electronic means

Instructions for shareholders voting electronically are as under:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 57th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 10th August, 2015 (9:00 am) and ends on 12th August, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "Hind Rectifiers remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Hind Rectifiers Limited".

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- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to maheshsoni@gmj.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
<b>XXX</b>	<b>XXX</b>	<b>XXX</b>

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7th August, 2015.
- X. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 7th August, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer / RTA.
- XI. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. Shri Mahesh Soni, Partner, M/s. GMJ & Associates, Company Secretaries, Mumbai (Certificate of Practice No. 2324) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XV. At the AGM, the Chairman shall, at the end of the discussion on the resolutions on which voting is to be held, may allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall first after the conclusion of voting at the annual general meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company "www.hirect.com" and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited and NSE Limited.

Registered Office:  
Lake Road, Bhandup (W),  
Mumbai – 400 078.

Place: Mumbai  
Dated: 27th May, 2015.

For and on behalf of the Board of Directors  
For **Hind Rectifiers Limited**

**Alen Ferns**  
Company Secretary & Compliance Officer

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

### **Item No. 5 & 6**

The shareholders of the Company had by a Special Resolution at the 56th AGM of the Company held on 14.08.2014, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹ 50 crores for the business of the Company.

At the same AGM of the Company, the shareholders had also accorded consent to the Board of Directors for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings not exceeding ₹ 50 crores for the business of the Company.

As per the provision of Section 180(1)(c) of the Companies Act, 2013, consent of the shareholders is required to borrow money in excess of the aggregate of its paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The Company currently needs financial assistance to meet its working capital and also for further expansion. In order to meet the fund requirement, the Company is in talks with various banks for new and additional borrowings. The Company thus proposes to increase the Borrowing limits and Charge / Mortgage limits from ₹ 50 crore to ₹ 150 crore to meet the aforesaid requirements. If the proposal is accepted then the limits mentioned in the aforesaid section are likely to be exceeded and would require the approval of the shareholders.

Considering the above, it is proposed to obtain the approval from the members for the borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 and also a approval under section 180 (1)(a) of the Companies Act, 2013. Hence, the Special Resolutions at Item No.5 and 6 are intended for this purpose.

It may be noted that Directors and Key Managerial Persons of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

### **Item No. 7**

The present term of Smt. Uma S. Nevatia as Executive Vice Chairperson had expired on March 31, 2015. The Board of Directors of the Company at their meeting held on March 19, 2015 have re-appointed Smt. Uma S. Nevatia as Executive Vice Chairperson of the Company for a further period of 3 [Three] years with effect from 1st April ,2015 subject to the approval of members of the Company at General Body Meeting on the following terms:-

- 1) Salary: ₹ 1,50,000/- p.m. (Rupees One Lakh Fifty Thousand only) w.e.f. from 1st April, 2015.
- 2) Benefits, Perquisites, Allowances:
  - a) Company's contribution to Provident Fund.
  - b) Medclaim Policy and / or reimbursement of medical expenses including hospitalization, nursing home and surgical charges for self and family whether incurred in India or abroad.
  - c) Reimbursement of actual travelling expenses for proceeding on leave from Mumbai to any place subject to ceiling of one month's basic.
  - d) Gratuity payable at a rate of half month's salary for each completed year of service.
  - e) Chauffeur driven Company's Car.

The draft agreement entered into between the Company and the Executive Vice Chairperson is open for inspection at the Registered Office of the Company on any day during the business hours prior to the date of the meeting.



The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders. Smt. Uma S. Nevatia is interested in the resolution as the same is for her own appointment. Shri S.K.Nevatia, Shri Bharat Swaroop & Shri Pawan Kumar Golyan may be deemed to be interested in the resolution being relatives of Smt. Uma S. Nevatia.

None of the other Directors and Key Managerial Persons of the Company are concerned or interested in the special resolution set out at Item No. 7 of the Notice.

## **Item No. 8**

Mrs. Akshada Nevatia has done her graduation in psychology from S.P. College, Pune and masters in psychology from Fergusson College, Pune. She has also done her Diploma in Family Managed Business from S.P. Jain Institute, Mumbai. She has approximately four years of experience in the construction industry.

The Company has appointed her as an Executive of the Company in the Management cadre with effect from 1st June, 2015 at a remuneration finalized by the Board within the overall ceiling as approved by the shareholders as mentioned in the resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Shri. S. K. Nevatia and Smt. Uma S. Nevatia, Directors of the Company may be deemed to be concerned or interested in this resolution being relatives of Mrs. Akshada Nevatia.

None of the other Directors and Key Managerial Persons of the Company are concerned or interested in the special resolution set out at Item No. 8 of the Notice.

## **Item No. 9**

In view of the new Companies Act, 2013 and rules there under in place of the Companies Act, 1956, it is necessary to adopt new set of Articles of Association giving effect to the provisions and rules framed therein.

As per the provisions of Section 14 of the Companies Act, 2013, alteration in Articles of Association of the Company is required to be approved by the shareholders of the Company by way of Special Resolution and hence it has been placed for the approval of the shareholders. Copy of the existing and amended Articles of Association of the Company will be available for inspection by members at the Registered Office of the Company during the working hours of the Company till the date of Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

None of the Directors / their relatives and Key Managerial Persons are, in any way, concerned or interested, in the Special Resolution set out at Item No. 9 of the Notice.

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## INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed / re-appointed are given below:

1. Name : Shri Bharat Swaroop (DIN : 00361280)  
Age : 62 years  
No. of shares held in the Company : 15000  
Brief Resume & Functional expertise : Shri Bharat Swaroop, is a Commerce Graduate from Mumbai University and serves as a Promoter Executive Director of M/s. L. H. Sugar Factories Ltd having total experience of more than 38 years.  
Outside Directorships : L. H. Sugar Factories Ltd.  
Sushev Agricultural Pvt. Ltd.  
Chairmanship / Membership of Board Committees : Nil.
2. Name : Smt. Uma S. Nevatia (DIN : 00341393)  
Age : 78 years  
No. of shares held in the Company : 1423959  
Brief Resume & Functional expertise : Smt. Uma S. Nevatia, is a B.A. Graduate from Mumbai University and is the Promoter Executive Director of the Company having total experience of more than 40 years.  
Outside Directorships : Nil.  
Chairmanship / Membership of Board Committees : Nil.

Registered Office:  
Lake Road, Bhandup (W),  
Mumbai – 400 078.

Place: Mumbai  
Dated: 27th May, 2015.

For and on behalf of the Board of Directors  
For **Hind Rectifiers Limited**

**Alen Ferns**  
Company Secretary & Compliance Officer

**HIND RECTIFIERS LIMITED**

Registered Office : Lake Road, Bhandup (W), Mumbai 400 078

CIN: L28900MH1958PLC011077

**ATTENDANCE SLIP**

D.P. ID*	Client ID*
L. F. No.	No. of Shares held

I /We hereby record my / our presence at the FIFTY SEVENTH ANNUAL GENERAL MEETING held at Kamalnayan Bajaj Hall & Art Gallery, Bajaj Bhavan, Ground Floor, Nariman Point, Mumbai - 400 021 (India) on Thursday, 13th August, 2015 at 3.30 p.m.

Signature of Shareholder(s) 1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature of the Proxy holder \_\_\_\_\_

\* Applicable for investors holding shares in electronic form.

**Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.**

**HIND RECTIFIERS LIMITED**

Registered Office: Lake Road, Bhandup (W), Mumbai - 400 078

CIN :L28900MH1958PLC011077

**PROXY FORM**

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

<b>Member's Name</b>	
<b>Folio No. / Client ID</b>	
<b>DP ID</b>	
<b>Address</b>	
<b>E-Mail ID</b>	

I / We, being member(s) of Hind Rectifiers Limited having \_\_\_\_\_ shares, hereby appoint :

- a) Name ..... Address .....  
E-Mail ID ..... Signature ..... or failing him;
- b) Name ..... Address .....  
E-Mail ID ..... Signature ..... or failing him;
- c) Name ..... Address .....  
E-Mail ID ..... Signature .....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the FIFTY SEVENTH ANNUAL GENERAL MEETING of the Company to be held at 3.30 p.m. on Thursday, 13th August, 2015 and at any adjournment thereof in respect of such resolutions as are mentioned below:

Resolu- tion No.	Resolutions	optional*	
		For	Against
1.	Consider and adopt the financial statement, Report of the Board of Directors and Auditors.		
2.	Re-appointment of Shri Bharat Swaroop, who retires by rotation.		
3.	Appointment of M/s. Khandwala & Shah, Chartered Accountants as Auditors and fixing their remuneration.		
4.	Authorization to Board of Directors for appointment of Branch Auditors for Nashik Plant and Dehradun Plants and fixing their remuneration.		
5.	Special resolution under Section 180 (1)(c) of the Companies Act, 2013 for borrowing monies upto ₹ 150 crore.		
6.	Special resolution under Section 180 (1)(a) of the Companies Act, 2013 for creation of security.		
7.	Appointment of Smt. Uma S. Nevatia as Executive Vice Chairperson.		
8.	Appointment of Smt. Akshada Nevatia as Executive of the Company in Management cadre.		
9.	Adoption of new Articles of Association.		

Signed this ..... day of ..... 2015

Signature of the shareholder(s) .....

Signature of Proxy holder(s) .....

Affix  
Revenue  
Stamp

**Note:** 1) This form must be deposited at the registered office of the Company not later than 48 hours before the time of the meeting.

\* 2) It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

3) A proxy need not be a member.

4) Please fill all details including details of members in above box before submission.