



HIND RECTIFIERS LIMITED

Lake Road, Bhandup (W), Mumbai - 400 078 **Tel.:** +91 22 2569 6789 **Fax:** +91 22 2596 4114

E-mail: investors@hirect.com **Website:** www.hirect.com **CIN:** L28900MH1958PLC011077

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **62nd Annual General Meeting** of the Members of **HIND RECTIFIERS LIMITED** will be held on **Tuesday the 15th September, 2020 at 11:30 IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)**, to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020, along with the Reports of the Board of Directors' and Auditors' thereon.
2. To declare a final dividend of ₹ 0.80 per Equity Share for the financial year ended March 31, 2020.
3. To appoint a Director in place of Mr. Pawan Golyan (DIN: 00356807) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION TO COST AUDITORS

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

"RESOLVED THAT pursuant to the provision of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the remuneration payable to M/s. N. Ritesh & Associates, Cost Accountants, having Firm Registration Number R100675, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020-21, being ₹ 50,000/- (Rupees Fifty Thousands only) plus applicable tax be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

5. APPOINTMENT OF MRS. ASHLESHA BODAS AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mrs. Ashlesha Bodas (DIN: 00935512), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to 25th June, 2025;

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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6. APPOINTMENT OF MR. SURAMYA NEVATIA AS A DIRECTOR

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

“RESOLVED THAT Mr. Suramya Nevatia (DIN: 06703910) who was appointed as an Additional Director and “Joint Managing Director & CEO (KMP)” of the Company w.e.f. 17th August, 2020 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors and being eligible, offer himself for the appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a Member signifying his intention to propose Mr. Suramya Nevatia’s candidature for the office of the Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. APPOINTMENT OF MR. SURAMYA NEVATIA AS THE JOINT MANAGING DIRECTOR & CEO (KMP)

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force, consent of the Company be and is hereby accorded for the appointment of Mr. Suramya Nevatia (DIN: 06703910) as the Joint Managing Director & Chief Executive Officer (KMP) of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 17th August, 2020 up to 16th August, 2023 upon the terms and conditions of appointment including the payment of remuneration, perquisites, commission and other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with the liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Suramya Nevatia subject to the same not exceeding the limits specified under the Companies Act, 2013 and Listing Regulations, 2015 or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to revise the remuneration of Mr. Suramya Nevatia from time to time to the extent the Board of Directors may deem appropriate provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

By order of the Board of Directors
For **Hind Rectifiers Limited**

Meenakshi Anchia
Company Secretary

Place : Mumbai
Date : 17th August, 2020

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI Listing Regulations, 2015, SEBI and MCA Circulars, the Annual General Meeting of the Company is being held through VC / OAVM. The deemed venue for the Annual General Meeting shall be the Registered Office of the Company.
2. The explanatory statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Listing Regulations, 2015 in respect of the special business under item no. 4 to 7 of the accompanying notice is annexed hereto.
3. Details of Directors retiring by rotation/seeking appointment/re-appointment at this Meeting are provided in the "Annexure" to the Notice.
4. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the MCA, New Delhi. Accordingly, no resolution is proposed for ratification of the appointment of Auditors, who were appointed in the Annual General Meeting, held on 8th September, 2017.
5. Pursuant to the provisions of the Companies Act, 2013 a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Annual General Meeting is being held pursuant to the MCA Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
6. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to maheshsoni@gmj.co.in with a copy marked to helpdesk.evoting@cdslindia.com.
7. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the Annual General Meeting without restriction on the account of first come first-served basis.
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the Annual General Meeting along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.hirect.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the Annual General Meeting) www.evotingindia.com.
10. Book Closure and Dividend: The Register of Members and the Share Transfer Books of the Company will be closed

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from 9th September, 2020 to 15th September, 2020 both days inclusive. The dividend of ₹ 0.80 per share (i.e. 40 %) on the Equity Shares of the Company of ₹ 2/- each, if declared by the Members at the Annual General Meeting, will be made subject to deduction of income tax at source ('TDS') within a week from the conclusion of Annual General Meeting:

- (a) to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on Tuesday, 8th September, 2020;
 - (b) to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, 8th September, 2020.
11. (i) Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹ 5,000/-.
- The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.
- Shareholders will be able to download the TDS certificate from the Income Tax Departments website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
- (ii) The aforesaid documents such as Form 15G/15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate, etc. can be sent at info@adroitcorporate.com on or before September 03, 2020 to enable the Company to determine the appropriate TDS/withholding tax rate applicable. Any communication on the tax determination/deduction received post September 03, 2020 shall not be considered.
 - (iii) Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Book Closure Date, and other documents available with the Company/Registrar and Share Transfer Agent.
 - (iv) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
 - (v) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.
 - (vi) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.
12. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send a scanned copy of the following details/documents at info@adroitcorporate.com.
- a. A signed request letter mentioning your name, folio number, complete address and following details relating to a bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11 digit IFSC Code.



- b. self-attested scanned copy of canceled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested scanned copy of the PAN Card; and
- d. self-attested scanned copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.

13. Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall despatch the dividend warrant/bankers' cheque/demand draft to such Members, upon normalization of postal services and other activities.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent Adroit Corporate Services Private Limited.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at info@adroitcorporate.com in case the shares are held in the physical form, quoting their folio number. Further, Members may note that Securities and Exchange Board of India has mandated the submission of PAN by every participant in the securities market.
16. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at info@adroitcorporate.com in case the shares are held in physical form, quoting their folio number.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
19. Registration of e-mail address permanently with Company/DP: Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with Registrar and Share Transfer Agent in respect of physical holding, by writing to them at info@adroitcorporate.com with details of folio number and attaching a self attested copy of PAN card.

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20. Pursuant to 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 Regulation 44 of the Listing Regulations, as amended and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the Annual General Meeting will be provided by CDSL.
21. 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 before as well as during the Annual General Meeting. Any person who acquires shares of the Company and becomes a Member of the Company after the despatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 8th September, 2020, may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com.
22. The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the Annual General Meeting through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-voting module during the Annual General Meeting shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
23. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the Annual General Meeting and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed, CDSL and Registrar and Share Transfer Agent and will also be displayed on the Company's website at www.hirect.com.
24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the Annual General Meeting.
All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of Annual General Meeting. Members seeking to inspect such documents can send an email to investors@hirect.com.
25. Members seeking any information with regard to the accounts or any matter to be placed at the Annual General Meeting, are requested to write to the Company on or before Tuesday, September 8, 2020 through email on investors@hirect.com. The same will be replied by the Company suitably.
26. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has displayed the details of unpaid and unclaimed dividends lying with the Company as on 8th August, 2019 (date of the previous Annual General Meeting) on the website of the Company viz. www.hirect.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
27. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2019-20, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 4th September, 2019. Details of shares transferred to the IEPF Authority are available on the website of the Company viz. www.hirect.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.



- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members/investors are advised to visit the website iepf.gov.in for lodging claim for refund of shares from the IEPF Authority.

28. Due dates for transfer of unclaimed/unpaid dividends for the financial year 2012-13 and thereafter to the Investor Education and Protection Fund (IEPF):

Dividend for the year	Dividend Declaration Date	Due Date of transfer to the IEPF
2012 – 2013	12.08.2013	11.08.2020
2013 – 2014	14.08.2014	13.08.2021
2018 – 2019	08.08.2019	07.08.2026

29. Members holding shares in physical form are requested to notify immediately any change in their address and bank mandates to the Registrar and Transfer Agent (RTA) 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.

ADROIT CORPORATE SERVICES PRIVATE LIMITED [Unit: Hind Rectifiers Limited]

19-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai 400059,

Tel: +91 (0) 22 42270400 Fax: +91 (0)22 28503748 Email: info@adroitcorporate.com

Website: www.adroitcorporate.com

30. Members holding shares in physical mode :
- are required to submit their Permanent Account Number (PAN) and bank account details to the Company/RTA, if not registered with the Company as mandated by SEBI.
 - are advised to register the nomination (Form SH-13) in respect of their shareholding in the Company.
 - are requested to register/update their e-mail address with the Company/RTA for receiving all communications from the Company electronically.
31. Members holding shares in electronic mode:
- are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their Demat accounts.
 - are advised to contact their respective DPs for registering the nomination.
 - are requested to register/update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
32. The Board of the Director of the Company has appointed Mr. Mahesh Soni or failing him Mrs. Sonia Chettiar, of M/s. GMJ & Associates, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting, insta poll process and the voting process at the Annual General Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
33. Instructions for attending the Annual General Meeting through VC/OAVM and remote e-Voting (before and during the Annual General Meeting) are given below:
- Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Tuesday, 8th September, 2020 may cast their vote by remote e-Voting. The remote e-voting period commences on Saturday, 12th September, 2020 at 9.00 a.m. (IST) and ends on Monday, 14th September, 2020 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The

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voting rights of the Members (for voting through remote e-Voting before/during the Annual General Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, 8th September, 2020.

- (ii) Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the Annual General Meeting and Members participating at the Annual General Meeting, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the Annual General Meeting. Members who have cast their vote by remote e-Voting prior to the Annual General Meeting will also be eligible to participate at the Annual General Meeting but shall not be entitled to cast their vote again.
- (iii) The Members should log on to the e-voting website www.evotingindia.com.
- (iv) Click on the "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is sent with this notice.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to log in. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the Member id/folio number in the Dividend Bank details field as mentioned in the instruction (v).

- (ix) After entering these details appropriately, click on the "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take the utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Hind Rectifiers Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for



voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Members can also cast their votes using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES / THE RTA FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.
- (iii) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) Member will be provided with a facility to attend the Annual General Meeting through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/Members log in by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/Members login where the EVSN of Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops/IPads for better experience.
- (iii) Further, members will be required to allow the Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least two days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at investors@hirect.com. The Members who do not wish to speak during the Annual General Meeting but have queries may send their queries in advance prior to the meeting mentioning their name, Demat account number/folio number, email id, mobile number at investors@hirect.com. These queries will be replied to by the company suitably by email. The Company reserves the right to restrict the number of questions and number of speakers, depending upon the availability of time as appropriate for smooth conduct of the Annual General Meeting.

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- (vi) Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER

- (i) The procedure for e-Voting on the day of the Annual General Meeting is the same as the instructions mentioned above for Remote e-voting.
- (ii) Only those members, who are present in the Annual General Meeting through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Annual General Meeting.
- (iii) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Annual General Meeting.
- (iv) If any Votes are cast by the members through the e-voting available during the Annual General Meeting and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
- (v) Members who have voted through Remote e-Voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.

INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- (i) Non-Individual members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively, Non Individual members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer’s mail at maheshoni@gmj.co.in and to the Company’s mail at investors@hirect.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under the help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

34. The Notice of AGM, the Director Report and the Corporate Governance Report were approved by the Board in the meeting held on 26th June 2020. The Board appointed Mr. Suramya Nevatia as an Additional Director in its meeting held on 17th August, 2020. Further, the Board was also appointed him as Joint MD & CEO (KMP) w.e.f. 17th August 2020. The appointment is subject to the approval of shareholders in this AGM. Therefore, the Notice of AGM, the Directors Report and the Corporate Governance Report were revised.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****Item No. 4**

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board of Directors, at its meeting held on 26th June, 2020, on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. N. Ritesh & Associates, Cost Accountants (Firm Registration Number: R100675), to conduct the audit of the cost records of the Company for the financial year 2020-21 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousands only) plus applicable tax.

M/s. N. Ritesh & Associates have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

In view of complying with the requirement of Section 148 of the Companies Act, 2013 and the rules thereunder, the ratification of remuneration of the Cost Auditor for FY 2020-21, being a special business is unavoidable in nature. The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval by the Members of the Company.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013, and the Articles of Association of the Company, Mrs. Ashlesha Bodas (DIN: 00935512) as an Additional Director, to hold office as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 26th June, 2020.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires the approval of the Members.

Mrs. Ashlesha Bodas is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Company has also received a declaration from Mrs. Ashlesha Bodas that she meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under the Listing Regulations, 2015.

In the opinion of the Board, Mrs. Ashlesha Bodas fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations. Mrs. Ashlesha Bodas is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mrs. Ashlesha Bodas are provided in the Annexure to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Mrs. Ashlesha Bodas setting out the terms and conditions of appointment are available for inspection by the Members at www.hirect.com.

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Mrs. Ashlesha Bodas is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment. Relatives of Mrs. Ashlesha Bodas may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the Listing Regulations.

In view of complying with the requirement of Section 149, 152 and 161 of the Companies Act, 2013 and the rules thereunder, the appointment of Mrs. Ashlesha Bodas, being a special business is unavoidable in nature. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6 and 7

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee has appointed Mr. Suramya Nevatia (DIN: 06703910) as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 and as per the Articles of Association, with effect from 17th August, 2020. He has also been appointed as "Joint Managing Director & CEO (KMP)" from that date. In terms of Section 161(1) of the Companies Act, 2013, Mr. Suramya Nevatia holds office only up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director.

The Company has received a Notice under Section 160(1) of the Companies Act, 2013 from a Member signifying his intention to propose Mr. Suramya Nevatia's appointment as a Director.

The Board has also appointed Mr. Suramya Nevatia as the Joint Managing Director & CEO (KMP) of the Company for a period of three years from 17th August, 2020 up to 16th August, 2023, upon the terms and conditions hereinafter indicated, subject to the approval of the Members.

Mr. Suramya Nevatia, aged 31 years is presently designated as Chief Executive Officer (KMP) of the Company. He holds a bachelor's degree in Commerce from H. R. College of Commerce & Economics, Mumbai and MSC in Marketing Management from Aston University, Birmingham, U.K. He has also done Post Graduate Diploma in Family Managed Business from S.P. Jain Institute, Mumbai.

He has deep exposure in Marketing, Production, Operation and Management, Strategic Development and Risk Management. He has in-depth knowledge of the core business of the Company i.e. Electronic Equipments and Power Semiconductor devices.

He has been affiliated with the Company since 2011. He was designated as Chief Executive Officer w.e.f. 1st June, 2016 and from then the Company has gained from his visionary approach. Under his guidance and directions, the expansion plan of the Company was completed in the financial year 2017-18. Since then the Company has achieved major growth in turnover & profit.

Mr. Suramya Nevatia holds the Membership of Business Responsibility Committee of the Company.

It is proposed to seek Member's approval for the appointment of and remuneration payable to Mr. Suramya Nevatia as Joint Managing Director & CEO (KMP) of the Company, in terms of the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

Broad particulars of the terms of appointment and remuneration payable to Mr. Suramya Nevatia are as under (w.e.f. 17th August, 2020):

1. Salary : ₹ 2,00,000/- p.m.
2. Benefits, Perquisites and Allowances :
 - a) House Rent Allowance ₹ 1,00,000/- p.m.
 - b) Special Allowance ₹ 1,60,000/- p.m.
 - c) Company's contribution to Provident Fund
 - d) 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 as per the Company's policy.
- e) Reimbursement of actual traveling expenses for proceeding on leave from Mumbai to any place subject to a ceiling of one month's basic.
 - f) Gratuity payable at a rate of half month's salary for each completed year of service.
 - g) Chauffeur driven Company's car
3. Commission: Such remuneration by way of commission, in addition to the above salary and perquisites, calculated with reference to the net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in Section 198 read with Schedule V of Companies Act, 2013 as may be recommended by the Nomination and Remuneration Committee and approved by the Board.

Minimum remuneration : In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Joint Managing Director & CEO (KMP), the payment of salary, perquisites, and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

As the Joint Managing Director and CEO (KMP) Mr. Suramya Nevatia will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.

He will, to the best of his skill and ability, endeavor to promote the interests and welfare of the Company and to conform to and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company.

He shall at all times act in the best interests of the Company and all its stakeholders (including its minority shareholders) and keep the Board of Directors informed of any developments or matters that have materially impaired, or are reasonably likely to materially impair, the interests of the Company and/or any of its stakeholders.

The Joint MD & CEO (KMP) shall devote the whole of his time, attention and abilities to manage the business of the Company and shall use his best endeavour to promote its interest and welfare.

If at any time the Joint MD & CEO (KMP) ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Joint MD & CEO (KMP) and this Agreement with the Company shall stand terminated forthwith. Similarly, if at any time the Joint MD & CEO (KMP) ceases to be in the employment of the Company for any cause/reason whatsoever, he shall cease to be a Director of the Company.

The office of the Director designated as "Joint Managing Director & CEO (KMP)" maybe terminated by the Company or by him by giving the 3 (three) months prior notice in writing.

Mr. Suramya Nevatia satisfies all the conditions set out in Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The above explanatory statement together with Annexure thereto shall be construed to be memorandum setting out the terms of the appointment as specified under section 190 of the Companies Act, 2013.

Further, this special resolution is in accordance with the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual remuneration payable to Executive Directors, who are the promoter or the Member of the promoter group exceeds five percent of the net profit calculated as per Section 198 of Companies Act, 2013.

Mr. Suramya Nevatia is interested in the resolution as the same is for his own appointment. Mr. Sushil Kumar Rameshwarprasad Nevatia, Chairman and Managing Director and Mrs. Akshada Nevatia, Executive Director and their relatives may be deemed to be interested in the said resolution.

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None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

In view of complying with the requirement of Section 161, 196, 197, 198, 203 of the Companies Act, 2013 and the rules thereunder, the appointment of Mr. Suramya Nevatia, being a special business is unavoidable in nature. The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 and Special Resolution set out at Item No. 7 of the Notice for the approval by the Members of the Company.

By order of the Board of Directors
For **Hind Rectifiers Limited**

Meenakshi Anchia
Company Secretary

Place : Mumbai
Date : 17th August, 2020

Annexure**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings)

Name - Mr. Pawan Golyan (DIN: 00356807)	
Date of first appointment on the Board	24th March, 1998
Date of Birth	2nd July, 1958
Age	62 years
Qualifications, Experience and Expertise/Brief Resume	Mr. Pawan Kumar Golyan is a B. Com Graduate from Kathmandu University. He is the Chairman of Golyan Group and has worked across different business fields including finance, marketing and management for over 35 years. Today he leads a conglomerate with business interest across several industries.
Number of Meetings of the Board attended during the financial year 2019-20.	Two out of four
List of Directorship/ Membership/ Chairmanship of Committees of other Board as on 31st March, 2020 (excluding Foreign Companies)	Directorship of other Board : Nil Membership of Committees of other Board: Nil Chairmanship of Committees of other Board: Nil
Shareholding in Hind Rectifiers Limited as on 31.03.2020	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. S. K. Nevatia, Chairman and Managing Director (KMP) is the relative of Mr. Pawan Golyan.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Terms and Conditions of appointment/re-appointment along with details of sitting fees sought to be paid and sitting fees last drawn by Mr. Golyan has been given in the Corporate Governance Report part of the Annual Report. Mr. Pawan Golyan's office as Director shall be subject to retirement by rotation.
Justification for choosing the appointee for appointment as Independent Director	NA



Name - Mrs. Ashlesha Bodas (DIN: 00935512)	
Date of first appointment on the Board	26th June, 2020
Date of Birth	21st April, 1988
Age	32 years
Qualifications, Experience and Expertise/Brief Resume	Mrs. Ashlesha Bodas has done Graduation in Marketing Management and Masters in Business Administration from Symbiosis College, Pune. She has also done Masters in Family Managed Business Courses from S. P. Jain Institute, Mumbai. She has been associated with the Sharada Group as a Director and shareholder since 2017. Further, she is responsible for the overall strategy, management and business development of the construction business including general management of the office, admin and accounts, statutory compliances, Legal Compliances, customer and vendor management, fundraising for current projects as well as new business opportunities to improve cash flow.
Number of Meetings of the Board attended during the financial year 2019-20.	Nil (appointed w.e.f. 26th June, 2020)
List of Directorship/ Membership/ Chairmanship of Committees of other Board as on 31st March, 2020 (excluding Foreign Companies)	Directorship of Other Board : 1. Sharada Wind Power Pvt Ltd 2. Vivek Constructions Pvt Ltd 3. Sharada Ganesh Realtors Pvt Ltd 4. Sharada Erectors Pvt Ltd 5. Vivek Trading Pvt Ltd 6. Chandranitya Developers Pvt Ltd 7. Vishwakarma Developers and Consultants Pvt Ltd 8. Sharada Petroleum Pvt Ltd 9. Vivek Computers Pvt Ltd 10. Sharada Data Systems Pvt Ltd 11. Srujan Research and Planning Foundation 12. Sharada Institute of Information Technology Pvt Ltd Membership of Committees of other Board: Nil Chairmanship of Committees of other Board: Nil
Shareholding in Hind Rectifiers Limited as on 31.03.2020	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director/ Key Managerial Personnel
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the resolution at Item No. 5 of the Notice convening, this Meeting read with explanatory statement thereto, Mrs. Ashlesha Bodas is proposed to be appointed as an Independent Director. She will not liable to retire by rotation and to hold office for a term up to 25th June, 2025. She will be entitled for the sitting fees to attend the Board meeting, etc.
Justification for choosing the appointee for appointment as Independent Director	Considering her vast experience, it is recommended by the Board to appoint Mrs. Ashlesha Bodas as Independent Director.



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Name - Mr. Suramya Nevatia (DIN: 06703910)	
Date of first appointment on the Board	17th August, 2020
Date of Birth	26th January, 1989
Age	31 years
Qualifications, Experience and Expertise/Brief Resume	Mr. Suramya Nevatia has done graduation from H. R. College of Commerce & Economics, Mumbai in 2009 and MSC in Marketing Management from Aston University, Birmingham, U.K. in 2010 with First class merit. He has also done Post Graduate Diploma in Family Managed Business from S.P. Jain Institute, Mumbai. He joined the Company in 2011. He was promoted as Chief Executive Officer w.e.f. 1st June, 2016. He is looking after and involving in all the operations and management of the Company. His function includes envisioning the Company's growth strategy and is responsible for the overall operations of the Company. He is the Promoter of the Company.
Number of Meetings of the Board attended during the financial year 2019-20.	Attended four meetings out of four as the Chief Executive Officer (KMP) of the Company.
List of Directorship/ Membership/ Chairmanship of Committees of other Board as on 31st March, 2020 (excluding Foreign Companies)	Directorship of other Board: Elventive Tech Private Limited (appointed as director w.e.f. 19th July, 2020) Membership of Committees of other Board: Nil Chairmanship of Committees of other Board: Nil
Shareholding in Hind Rectifiers Limited as on 31.03.2020	2016536 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. S.K. Nevatia, Mr. Suramya Nevatia and Mrs. Akshada Nevatia are related to each other.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Terms and Conditions of appointment along with details of Remuneration sought to be paid as per the resolutions at Item no. 6 and 7 of the Notice convening this Meeting read with explanatory statement thereto. Remuneration last has drawn as Chief Executive Officer has been given in the Extract of Annual Return part of the Annual Report. Mr. Suramya Nevatia's office as Director shall be subject to retirement by rotation.
Justification for choosing the appointee for appointment as Independent Director	NA