

FORM NO. MGT-13

Combined Report of Scrutinizer for e-voting & voting through ballot process

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

To,
The Company Secretary,
Hind Rectifiers Limited
Lake Road, Bhandup [West],
Mumbai-400078

Subject: 58th Annual General Meeting of the Shareholders of M/s. Hind Rectifiers Limited held on 4th August, 2016 at 3.30 P.M. at M.C. Ghia Hall, 4th Floor, 18/20, Bhogilal Hargovindas Building, K Dubash Marg, Kala Ghoda, Mumbai-400 001.

Dear Sir,

I, CS Mahesh Kumar Soni, Company Secretary in Practice (FCS: 3706, CP No.2324), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 58th AGM of Equity Shareholders of M/s. Hind Rectifiers Limited at their Meeting held on 4th August, 2016 at 3.30 p.m. at M.C. Ghia Hall, 4th Floor, 18/20, Bhogilal Hargovindas Building, K Dubash Marg, Kala Ghoda, Mumbai-400 001.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 58th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 58th AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the resolutions as stated below on the report generated from the remote e-voting system provided by National Securities Depositories Limited (NSDL), the authorised agency engaged by Company to provide Remote e-voting facilities and the report generated electronically for voting by Poll at the venue of AGM.



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

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

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

ITEM NO. 1: ORDINARY RESOLUTION:

Adoption of

(a) the Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	6077	11	6077	100	0	0	0	0
Poll/Ballot voting	6037467	33	6037467	100	0	0	0	0
Total	6043544	44	6043544	100	0	0	0	0



ITEM NO. 2: ORDINARY RESOLUTION:

Re-appointment of Smt. Uma S. Nevatia (DIN: 00341393), Director, who retires by rotation.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	6077	11	6077	100	0	0	0	
Poll/Ballot voting	47520	24	47520	100	0	0	0	*5989947
Total	53597	35	53597	100	0	0	0	5989947

* Mr. Suramaya Nevatia, Mr. S. K. Nevatia, Mr. Saurabh Nevatia, Mrs. Uma S Nevatia, Ms. Shreeya Nevatia, Ms. Bharti Nevatia, Ms. Surabhi Golyan, Mr. Suryansh Nevatia, Mr. Sourabh Nevatia HUF and S K Nevatia HUF being interested in the said resolution remained abstained from Voting.

ITEM NO. 3: ORDINARY RESOLUTION:

Ratification of appointment of M/s. Khandwala & Shah, Chartered Accountants as the Statutory Auditors and fixing their remuneration.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	6077	11	6077	100	0	0	0	0
Poll/Ballot voting	6037467	33	6037467	100	0	0	0	0
Total	6043544	44	6043544	100	0	0	0	0



ITEM NO. 4: ORDINARY RESOLUTION:

Re-appointment of Branch Auditors for Nashik and Dehradun plants.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	6077	11	6077	100	0	0	0	0
Poll/Ballot voting	6037467	33	6037467	100	0	0	0	0
Total	6043544	44	6043544	100	0	0	0	0

ITEM NO. 5: SPECIAL RESOLUTION:

Re-appointment of Shri S. K. Nevatia (DIN: 00341349) as Chairman and Managing Director of the Company for a period of 3 years w.e.f. 1st April, 2016.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	6077	11	6077	100	0	0	0	0
Poll/Ballot voting	12520	23	12520	100				*2744850
Total	18597	34	18597	100	0	0	0	2744850

*Mr. Suramaya Nevatia, Mr. Saurabh Nevatia, Ms. Shreeya Nevatia, Ms. Bharti Nevatia, Ms. Surabhi Golyan, Mr. Suryansh Nevatia and Mr. Sourabh Nevatia HUF being interested in the said resolution remained abstained from Voting.



All the resolutions voted through Remote e-voting and Poll were passed with requisite majority.

The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

For GMJ & ASSOCIATES
Company Secretaries



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

PLACE: MUMBAI

DATE: 5th AUGUST, 2016.