



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable circulars issued by the Ministry of Corporate Affairs from time to time]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, February 18, 2026	Thursday, March 19, 2026

Dear Member(s),

Notice is hereby given to the members of Hind Rectifiers Limited (“the **Company**”) pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”) and other applicable laws, rules, regulations, circulars, and notifications issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the resolution appended seeking approval of the Members of the Company is proposed to be passed through postal ballot process by electronic voting (“**e-voting**”).

Pursuant to Section 102(1) read with Section 110 and other applicable provisions of the Act, an explanatory statement containing the material facts and reasons/rationale for the proposed resolution is annexed to this Notice for your consideration and forms an integral part of this Notice.

The Board of Directors at its meeting held on Wednesday, February 11, 2026, has appointed GMJ & Associates, Practicing Company Secretaries as the Scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the requirements of the MCA Circulars and provisions of Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice (“**Notice**”) along with Explanatory Statement and remote e-voting instructions are being sent only through electronic mode to all those Members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent (“**RTA**”) / Depositories / Depository Participants and whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on (“**NSDL**” or “**E-voting agency**”). The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

For the purpose of e-voting, the Company has engaged the services of NSDL. Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section “**General information and instructions relating to e-voting**” in this postal ballot notice (“**Postal Ballot Notice**”) to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 5:00 pm (IST) on Friday, March 19, 2026, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the member.



Hind Rectifiers Limited

In accordance with the provisions of MCA Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those members, who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed GMJ & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The Scrutinizer has consented to act as such and will oversee the process. The Scrutinizer's decision regarding the validity of the Postal Ballot will be final. The remote e-voting period will commence on Wednesday, February 18, 2026, at 9:00 a.m. (IST) and conclude on Thursday, March 19, 2026, at 5:00 p.m. (IST).

The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at <https://hirect.com/> and on the website of NSDL at <https://www.evoting.nsdl.com/> (*Name and Link of Depository*) immediately but not later than two working days after the declaration of Results by the Chairman or a person authorized by him.

The Results shall also be immediately forwarded to the stock exchanges where shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

The item of business requiring the approval of members through Postal Ballot via remote e-voting is as follows:

SPECIAL BUSINESS:

APPROVAL FOR THE ISSUANCE OF BONUS SHARES:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions, if any of the Companies Act, 2013 (“the **Act**”) read with Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Foreign Exchange Management Act, 1999 (“**FEMA**”) [including any statutory modification(s) or re-enactment(s) of the Act, Rules, SEBI ICDR Regulations, SEBI Listing Regulations and FEMA for the time being in force] and other applicable regulations, rules and guidelines issued, from time to time, by Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from the concerned and appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any duly constituted Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of approximately Rs. 3,43,67,614/- (Rupees Three Crores Forty-Three Lakhs Sixty-Seven Thousand Six Hundred and Fourteen Only), out of the sum standing to the credit of the securities premium account of the Company, as per the audited financial statements of the Company for financial year ended March 31, 2025, as may be considered necessary by the Board for the purpose of issue and allotment of bonus equity shares of Rs. 02/- (Rupees Two Only) each, to be credited as fully paid-up equity shares to the holders of the existing equity shares and whose names appear in the Register of Members maintained by the Company/ Beneficial Owners position as maintained by the Depositories as on the ‘**Record Date**’ as may be fixed in this regard by the Board, in proportion of 1:1, i.e. 1 (one) new fully paid up bonus equity share of Rs. 02/- (Rupees Two Only) each for every existing 1 (one) equity share of Rs. 02/- (Rupees



Hind Rectifiers Limited

Two Only) each held by the members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by such members.

RESOLVED FURTHER THAT the bonus equity shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up equity shares of the Company and carry the same rights as the existing fully paid-up Equity Shares of the Company and not as an income or distribution in lieu of Dividend.

RESOLVED FURTHER THAT in accordance with the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and those members holding shares in physical form and their valid demat account details with the required documents are not available or have not been received by the Company the bonus equity shares be credited to the Demat Suspense Account of the Company and the Bonus Shares lying in the said Demat Suspense Account shall be credited to the respective members' demat accounts as and when the shareholders comply with the applicable requirements.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent that they relate to non-resident Indians (“NRIs”), foreign institutional investors (“FIIs”) / Foreign Portfolio Investors (“FPIs”), persons of Indian origin (PIO) / overseas corporate bodies (OCBs) and other foreign investors of the Company, will be subject to the approval(s), if any, of the RBI and any other regulatory authority(ies), as may be required.

RESOLVED FURTHER THAT in respect of the Employee Stock Options granted and remaining outstanding (whether vested or unvested or unexercised) under the existing Employee Stock Option Scheme(s) of the Company as on the Record Date, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and in accordance with the applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws, be and is hereby authorised to make such fair and reasonable adjustments to the number of outstanding Options and/or the exercise price, including grant of additional options, as may be required to give effect to the Bonus Issue in the same proportion as applicable to the equity shareholders, and to take all necessary actions and obtain requisite approvals in this regard.

RESOLVED FURTHER THAT in respect of the Equity Warrants issued by the Company and remaining outstanding and unconverted as on the Record Date, the Board of Directors, subject to applicable laws and requisite approvals, be and is hereby authorised to make such fair and proportionate adjustments to the terms of such warrants as may be required pursuant to the Bonus Issue, including issue price or attaching bonus entitlement in the same proportion as applicable to the equity shareholders, and to provide for allotment of the corresponding bonus equity shares at the time of conversion of such warrants, which shares shall rank pari passu in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such deeds, documents, instruments and writing as may be required and as it may in its sole discretion deemed necessary to give effect to the resolution(s) so passed by the Board of Directors and Members, including but not limited to fixing of record date in consultation with the Stock Exchanges, filing of any documents with the Securities Exchange Board of India, Depositories, Ministry of Corporate Affairs, and/or concerned authorities, applying and seeking necessary approvals from the Stock Exchanges, passing of all resolution (including via circulation) for allotment of bonus shares, record date and all other related formalities and to settle any question, difficulty, or doubt that may arise in regard thereto.



Hind Rectifiers Limited

RESOLVED FURTHER THAT the Board of Directors be and is hereby jointly and severally authorized, to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel of the Company including to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the issue of bonus equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including signing, execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without being required to seek any further consent or approval of the Members of the Company.”

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

Sd/-

**Anil Kumar Nemani
Chief Financial Officer
Address: Lake Road, Bhandup West,
Mumbai- 400078**

Date: February 11, 2026



Hind Rectifiers Limited

Notes:

1. The Explanatory Statement pursuant to Sections 102 and 110 read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/Depositories as on Friday, February 13, 2026 (“Cut-off date”) and whose e-mail addresses are registered with the Company/Depositories. For Members who have not registered their addresses, please follow the instructions given below under these Notes.
3. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company will be entitled to vote.
4. In compliance with the provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI LODR Regulations, the Company is providing facility to the shareholders to exercise votes through electronic voting system (“**Remote E-voting**”) on the E-voting platform provided by NSDL/CDSL.
5. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI LODR Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL/CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
6. The voting rights of the shareholders shall be reckoned on the equity shares held by them as on Friday, February 13, 2026, being the “cut-off date” fixed for this purpose. The Postal Ballot Notice is being sent only electronically to all the shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on the close of working hours on the cut-off date, and any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.
7. The Board of Directors at their Meeting held on Wednesday, February 11, 2026, has appointed Mr. Mahesh Soni (Membership No. 3706) and failing him Ms. Sonia Chettiar (Membership No. 27582) as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot only through e-voting process in a fair and transparent manner.
8. The postal ballot notice is also being uploaded on the Company’s website viz., <https://hirect.com/> and on the website of BSE and NSE, at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at <http://www.evoting.nsdl.com/>
9. Shareholders who have not registered their e-mail address are requested to register the same in respect of equity shares held in electronic form with the Depository through their Depository Participant(s) and in respect of equity shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, Adroit Corporate Services Private Limited, at info@adroitcorporate.com, 18-20, 1st floor, Plot No. 639, Makhwana Road, Marol, Andheri (East), Mumbai-400 059 or at info@adroitcorporate.com as per the following procedure:

Physical Holding	Kindly submit <u>Form ISR-1</u> to update PAN, Postal Address with PIN, Email Address & Mobile Number including demat and bank account details. Form ISR-1 is available on the website of the Company’s Registrar and Share Transfer Agent at https://www.adroitcorporate.com/RandTServices.aspx
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Hind Rectifiers Limited

	<p>You are requested to forward the duly filled-in documents along with the related proofs as mentioned in the form to the following address: Adroit Corporate Services Private Limited 18-20, 1st floor, Plot No. 639, Makhwana Road, Marol, Andheri (East), Mumbai-400 059 Ph: +91-22-4227 0400 Email: info@adroitcorporate.com</p>
Demat Holding	Contact respective Depository Participant(s)

10. Corporate Members are entitled to appoint authorised representative(s) to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authority Letter etc., authorising its representative to vote through e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at maheshsoni@gmj.co.in with a copy marked to Adroit Corporate Services Private Limited at info@adroitcorporate.com
11. Once the vote on Resolution is cast by Members, the same shall not be allowed to be changed subsequently.
12. In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, February 13, 2026 will be considered for the purpose of e-voting.
13. Resolution passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members convened in that regard.
14. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process not later than 5.00 PM IST on Thursday, March 19, 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
15. The Scrutinizer will submit his/her report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any person authorised by him, not later than two working days and will also be displayed on the website of the Company (<https://hirect.com/>), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
16. Shareholders can cast their vote online from Wednesday, February 18, 2026 from 09:00 AM IST till Thursday, March 19, 2026 up to 5.00 PM IST. Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
17. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, March 19, 2026, i.e., the last date specified for receipt of votes through the E-voting process.

Hind Rectifiers Limited

18. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Shareholders seeking to inspect such documents can send an email to <https://hirect.com/>
19. The terminologies ‘Members’ and ‘Shareholders’ in this Postal Ballot Notice shall be used interchangeably.

General information and instructions relating to e-voting:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the

Hind Rectifiers Limited

	<p>following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Hind Rectifiers Limited

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

Hind Rectifiers Limited

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



Hind Rectifiers Limited

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to maheshsoni@gmj.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Hind Rectifiers Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Approval for the issuance of Bonus Shares:

With a view to share the prosperity with the shareholders, broadening the retail shareholders base, and enhancing the liquidity of the equity shares of the Company, the Board of Directors of the Company (“Board”), at its meeting held on Wednesday, February 11, 2026, after due consideration of the available reserves and subject to the approval of the Members and receipt of all requisite approvals, permissions and sanctions, approved and recommended the issue of bonus equity shares of ₹ 02/- (Rupees Two only) each, credited as fully paid-up, to the existing Members of the Company in the ratio of 1 (one) new fully paid-up equity share of ₹ 02/- each for every 1 (one) existing fully paid-up equity share of ₹ 02/- each held by them.

The bonus shares shall be issued by capitalization of an amount aggregating to approximately Rs. 3,43,67,614/- (Rupees Three Crores Forty-Three Lakhs Sixty-Seven Thousand Six Hundred and Fourteen Only) from the credit standing in the Securities Premium Account, as reflected in the audited financial statements of the Company for the financial year ended March 31, 2025.

Pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, Chapter XI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), read with Article 231 of the Articles of Association of the Company, the proposed issue of bonus equity shares requires the approval of the Members of the Company by way of an Ordinary Resolution.

The Company hereby confirms that:

- i. it has not defaulted in payment of interest or principal in respect of any fixed deposits or debt securities issued by it and has not undertaken any debt restructuring;
- ii. it has not defaulted in payment of statutory dues of its employees, including contributions to provident fund, gratuity and bonus;
- iii. there are no outstanding partly-paid equity shares as on the date of this Postal Ballot Notice;
- iv. none of the Promoters or Directors of the Company is a fugitive economic offender; and
- v. the proposed issue of bonus equity shares is not in lieu of dividend.

The issue of bonus equity shares shall require appropriate adjustments, as applicable, to all existing Employee Stock Option Scheme(s) of the Company in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and amendments thereto from time to time, such that the exercise price, number of options available for grant, and options already granted but not exercised as on the Record Date shall be suitably adjusted.

With respect to the bonus shares of warrant holders holding convertible warrants not yet due for conversion, the said bonus shares shall be credited in dematerialized form to a demat suspense account to hold these shares till they are credited to the beneficiary accounts of the respective warrant holders on conversion of such warrants in the equity shares of face value of ₹ 02/- (Rupees Two only) each. The voting rights on the bonus equity shares held in the demat suspense account shall remain frozen.

Members are requested to note that, in terms of the SEBI ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and those members holding shares in physical form and their valid demat account details with the required documents are not available or have not been received by the Company the bonus equity shares be credited to the Demat Suspense Account of the Company and the Bonus Shares lying in the said Demat Suspense Account shall be credited to the respective members’ demat accounts as and when the



Hind Rectifiers Limited

shareholders comply with the applicable requirements. No letter of allotment shall be issued to the allottees of the bonus equity shares.

The Record Date for determining the eligibility of the Members entitled to receive the bonus equity shares shall be communicated separately by the Company. The bonus equity shares, once allotted, shall rank pari passu in all respects with the existing equity shares of the Company and shall be entitled to participate fully in any dividend and other corporate actions declared after such allotment.

The approval of the Members is being sought for issuance of the bonus equity shares out of the securities premium account of the Company.

In terms of Regulation 295 of the SEBI ICDR Regulations, the bonus issue shall be implemented by the Company within a period of two (2) months from February 11, 2026, being the date of the Board Meeting at which the bonus issue was approved, subject to receipt of Members' approval.

The issue of bonus equity shares requires approval of the Members under Section 63 of the Companies Act, 2013, in addition to other applicable statutory and regulatory approvals.

The authorised share capital of the Company is ₹ 10,00,00,000 (Rupees Ten Crore only), divided into 5,00,00,000 (Five Crore) equity shares of ₹02/- each, and the present paid-up equity share capital of the Company is ₹3,43,67,614/- (Rupees Three Crores Forty-Three Lakhs Sixty-Seven Thousand Six Hundred and Fourteen Only) divided into 1,71,83,807 (One Crore Seventy-one Lakhs Eighty-Three Thousand Eight Hundred and Seven) equity shares of ₹2/- each. Consequent to the proposed bonus issue, the paid-up equity share capital of the Company shall continue to remain within the limits of the authorised share capital. Accordingly, no increase in authorized share capital or amendment to the Capital Clause of the Memorandum of Association of the Company is required.

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

None of the Directors, or any Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, either directly or indirectly in the aforesaid resolution save and except to the extent of their respective interest as members of the Company.

In the opinion of the Board, the proposal for issuance of Bonus shares is in the interest of the Company and its members holding Equity Shares of the Company. The Directors of the Company, therefore, recommend passing of the Ordinary Resolution as set out above of the accompanying this Postal Ballot Notice.

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

Sd/-

Anil Kumar Nemani

Chief Financial Officer

**Address: Lake Road, Bhandup West,
Mumbai- 400078**

Date: February 11, 2026