GMJ & Associates
Company Secretaries

3rd & 4th Floor, Vaastu Darshan,
'B' Wing, Above Central Bank of India
Azad Road, Andheri (East),
Mumbai- 400 069.
Tel. No.: 61919293
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FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rule, 2014]

To,
Mr. Alen Ferns
Company Secretary,
Hind Rectifiers Limited
Lake Road, Bhandup [West],
Mumbai 400 078.

Subject: 57th Annual General Meeting of the Shareholders of M\s. Hind Rectifiers Limited held on Thursday, August 13, 2015 at 3.30 P.M. at Mumbai, Maharashtra.

Dear Sir,

I, CS Mahesh Kumar Soni,Company Secretary in Practice (FCS: 3706, CP No.2324),Partner of GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors of the Hind Rectifiers Limited as a Scrutinizer vide resolution dated 27th May, 2015 to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the Shareholders at the 57th Annual General Meeting venue 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 provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges:

1. The remote e-voting period remained open from Monday, August 10, 2015 (9:00 A.M.) to Wednesday, August 12, 2015 (5:00 P.M) both days inclusive.

2. The shareholders holding shares as on "cut off" date i.e. August 7, 2015 were entitled to vote on the proposed resolutions.

3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of ADROIT CORPORATE SERVICES PVT.LTD.

4. After the closing of the poll as announced by the Chairman, Ballot Box kept for polling was locked in my presence with due identification marks placed by me.



5. The locked Ballot Box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company. And 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.

6. Incomplete, invalid and/or defective poll paper was rejected by me.

7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting conducted in a fair and transparent manner and render a consolidated report of the total votes cast in favour and against to the Chairman/Authorised person on the resolutions, based on the reports generated from the remote e-voting system provided by ADROIT CORPORATE SERVICES PVT.LTD and the report generated electronically for voting by use of ballots at the meeting.

8. The Consolidated result of the Ballot held at the aforesaid Annual General Meeting as well as remote e-voting are as under:

Resolution 1:

Adoption of the audited financial statement of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.

(i) Votes in favour of the resolution:

Type of e - voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	31	6,707,212	-
Ballot	12	3,175	-
Total	**43**	**6,710,387**	**100.00**

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	2	-
Ballot	-	-	-
Total	**1**	**2**	**---**

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	--
Ballot	1	500	--
Total	**1**	**500**	**--**

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Resolution 2:

Re-appointment of Shri Bharat Swaroop (DIN: 00361280),Director, who retires by rotation;

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	28	6,691,376	-
Ballot	12	3,175	-
Total	**40**	**6,694,551**	**99.99**

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	838	-
Ballot	-	-	-
Total	**3**	**838**	**0.01**

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1*	15,000	-
Ballot	1	500	-
Total	**2**	**15,500**	**-**

*** Shri Bharat Swaroop being interested in the said resolution remained abstained from Voting.**

Resolution 3:

Appointment of M/s. Khandwala & Shah, Chartered Accountants (Firm Registration No.:105069W).

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	28	6,706,276	-
Ballot	12	3,175	-
Total	**40**	**6,709,451**	**99.99**

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(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	838	-
Ballot	-	-	-
Total	**3**	**838**	**0.01**

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	500	-
Total	**1**	**500**	**-**

Resolution: 4

Appointment of Branch Auditors for Nashik and Dehradun Plantsand to fix their remuneration.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	31	6,707,212	-
Ballot	12	3,175	-
Total	**43**	**6,710,387**	**100.00**

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	2	-
Ballot	-	-	-
Total	**1**	**2**	**-**

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	500	-
Total	**1**	**500**	**--**

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Resolution: 5

Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.150 Crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	30	6,707,087	-
Ballot	12	3,175	-
Total	**42**	**6,710,262**	**100.00**

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	2	127	-
Ballot	-	-	-
Total	**2**	**127**	**-**

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	0	0	-
Ballot	1	500	-
Total	**1**	**500**	**-**

Resolution: 6

Approval under Section 180(1)(a) of the Companies Act, 2013 for borrowing money upto Rs.150crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	31	6,707,212	-
Ballot	12	3,175	-
Total	**43**	**6,710,387**	**100.00**

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(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	2	-
Ballot	-	-	-
Total	**1**	**2**	**-**

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	500	-
Total	**1**	**500**	**-**

Resolution: 7

Appointment of Smt. Uma S. Nevatia as Executive Vice Chairperson.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	27	5,233,128	--
Ballot	12	3,175	--
Total	**39**	**5,236,303**	**100.00**

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	2	127	-
Ballot	-	-	-
Total	**2**	**127**	**-**

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3*	1,473,959	-
Ballot	1	500	-
Total	**4**	**1,474,459**	**-**

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*Smt. Uma S. Nevatia, Shri S.K. Nevatia, Shri Bharat Swaroop and Shri Pawan Kumar Golyan being interested in the said resolution remained abstained from Voting.

Resolution: 8

Appointment of Smt. Akshada Nevatia as Executive of the Company in Management cadre

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	27	5,247,417	-
Ballot	12	3,175	-
Total	**39**	**5,250,592**	**99.98**

(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	3	838	-
Ballot	-	-	-
Total	**3**	**838**	**0.02**

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	2*	1,458,959	-
Ballot	1	500	-
Total	**3**	**1,459,459**	**-**

* Shri S.K. Nevatia and Smt Uma S. Nevatia being interested in the said resolution remained abstained from voting.

Resolution: 9

Adoption of new Articles of Association.

(i) Votes in favour of the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	31	6,707,212	-
Ballot	12	3,175	-
Total	**43**	**6,710,387**	**100.00**

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(ii) Votes against the resolution:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	1	2	-
Ballot	-	-	-
Total	**1**	**2**	**-**

(iii) Abstain/Invalid:

Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	-	-	-
Ballot	1	500	-
Total	**1**	**500**	**-**

9. Based on the foregoing, the resolution no (s) 1 to 9 shall be deemed to have been passed with requisite majority.

10. All the relevant records relating to the e-voting and ballot paper is under my safe custody and it will be handed over to the chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,
For GMJ & ASSOCIATES
Company Secretaries

GMJ & ASSOCIATES ★ MUMBAI ★ Company Secretaries

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

PLACE: MUMBAI
DATE: AUGUST14, 2015.

Mr. Alen Ferns
Company Secretary,
Hind Rectifiers Limited
Lake Road, Bhandup [West],
Mumbai 400 078

Dear Sir,

Sub: Summary of the Results of the Voting on the resolutions (including remote e-Voting and Ballot at AGM) passed at the 57th Annual General Meeting of Hind Rectifiers Limited held on 13thAugust, 2015.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution		
	Numbers		% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	43	6,710,387	100.00	1	2	-
2	40	6,694,551	99.99	3	838	0.01
3	40	6,709,451	99.99	3	838	0.01
4	43	6,710,387	100.00	1	2	-
5	42	6,710,262	100.00	2	127	-
6	43	6,710,387	100.00	1	2	-
8	39	5,236,303	100.00	2	127	-
9	39	5,250,592	99.98	3	838	0.02

For GMJ & ASSOCIATES
Company Secretaries

GMJ & ASSOCIATES * MUMBAI * Company Secretaries

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

PLACE: MUMBAI
DATE: AUGUST 14, 2015.