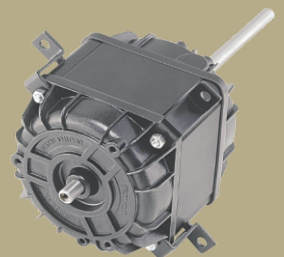
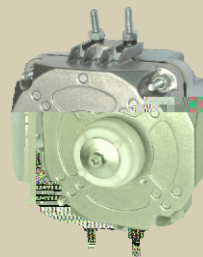
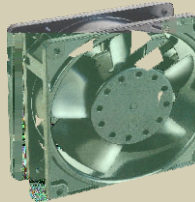
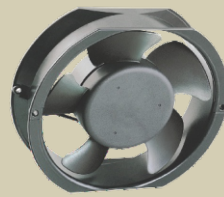
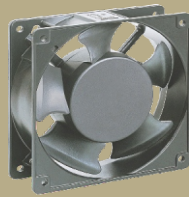




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30<sup>th</sup>

Annual Report 2017 - 2018



<b>BOARD OF DIRECTORS</b>	Kishore Chand Talwar Nainy K. Tanna Krishnamoorthy Krishnan Ayyaswami Sundaram Sriram Shrinivasan	Chairman & Managing Director Wholetime Director Director Director Director
<b>AUDITORS</b>	Rakesh Soni & Co. Chartered Accountants Mumbai	
<b>COMPANY SECRETARY</b>	Krunal S. Wala	
<b>BANKERS</b>	HDFC Bank Limited Bank of Baroda	
<b>REGISTERED OFFICE</b>	92-D, Govt. Industrial Estate, Charkop, Kandivli (West), Mumbai - 400 067	
<b>WORKS</b>	Plot Survey No. 62, 74 & 75 Village - Devadal, Kaman, Taluka - Vasai, Dist - Palghar (MS)	
<b>BRANCH OFFICE</b>	77, High Street, # 09-14, High Street Plaza Singapore - 179 433	
<b>REGISTRAR &amp; SHARE TRANSFER AGENTS</b>	Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri (East), Mumbai - 400 059, Maharashtra Tel No. 022 62638200 • Fax No. 022 62638299 Email ID : info@bigshareonline.com • Web site : www.bigshareonline.com	

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## NOTICE TO THE MEMBERS

**NOTICE** is hereby given that the 30th Annual General Meeting (AGM) of the Members of **REXNORD ELECTRONICS AND CONTROLS LIMITED** will be held on Friday, September 28, 2018 at 10:30 a.m. at Sangam Banquets, Plot No. 366-386, RSC 37, Mangalmurti Road, Opposite Mangal Murti Hospital, Gorai-II, Borivali (W), Mumbai – 400 092 to transact, with or without modification(s) the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Statement of Changes in Equity & Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
  - b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Statement of Changes in Equity & Cash Flow Statement for the year ended on that date together with the Auditors Reports thereon.
2. To appoint a Director in place of Mrs. Nainy Kunal Tanna (DIN 00351762), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. **Appointment of Mr. Krishnamoorthy Krishnan as Independent Director for a term of 5 years.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Krishnamoorthy Krishnan (DIN: 08129657), who was appointed as an Additional Director of the Company with effect from May 16, 2018 in terms of Section 161 of the Act and who holds office upto the ensuing Annual General Meeting of the Company and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as a Director of the Company, not liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Krishnamoorthy Krishnan, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 years from May 16, 2018 to May 15, 2023;

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and matters as may be deemed necessary to give effect to this resolution."

4. **Appointment of Mr. Sriram Shrinivasan as Independent Director for a term of 5 years.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sriram Shrinivasan (DIN: 08129642), who was appointed as an Additional Director of the Company with effect from May 16, 2018 in terms of Section 161 of the Act and who holds office upto the ensuing Annual General Meeting of the Company and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a

notice in writing under Section 160 of the Act, be and is hereby appointed as a Director of the Company, not liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Sriram Shrinivasan, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 years from May 16, 2018 to May 15, 2023;

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and matters as may be deemed necessary to give effect to this resolution."

5. **Approval of re-appointment of Mr. Ayyaswami Sundaram, Independent Director for a second term of 5 consecutive years, existing term expires on March 31, 2019.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ayyaswami Sundaram (DIN:02997721), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from April 1, 2019 to March 31, 2024.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and matters as may be deemed necessary to give effect to this resolution."

6. **Approval for providing service/delivery document(s) to the Member(s) on actual cost:**

**"RESOLVED THAT** pursuant to the provisions of section 20 of Companies Act, 2013 and all other applicable provisions, if any, made therein, the consent of the members is hereby accorded for service / delivery of document(s) to member(s) of the Company by post or by registered post or by speed post or by courier or by delivering at their registered address, or by such electronic or other mode as prescribed / may be prescribed under the Act, from time to time.

**RESOLVED FURTHER THAT** upon request of member(s) for delivery of any document(s) through a particular mode of delivery, the Company do serve / deliver document(s) to such member(s) through that particular mode and / or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode and that the fees so charged shall be paid by the member to the Company ten days in advance.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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."

For and on behalf of the Board  
**REXNORD ELECTRONICS AND CONTROLS LIMITED**

**Kishorechand Talwar**  
Chairman & Managing Director  
(DIN: 00351751)

**Registered Office:**  
92-D Govt. Ind. Estate,  
Charkop, Kandivli (W),  
Mumbai- 400 067

Dated: August 10, 2018

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provision of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in

this Notice under note 19. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / reappointment at the AGM are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015:

Name of Director	Mrs. Nainy Kunal Tanna	Mr. Krishnamoorthy Krishnan
Director Identification Number (DIN)	00351762	08129657
Date of Birth	24/09/1981	19/05/1962
Age	36 Years	56 Years
Brief resume & Nature of expertise in specific functional areas	She is associated with the Company since August 01, 2001 as Director of the Company and has an experience of over 17 years to her credit. She looks after Finance, Import and Export related activities of the Company.	He is a Qualified Chartered Account and has experience of 25 years, as practicing Chartered Accountant. He is professionally interacting with entrepreneurs from the fields of Pharmaceuticals, Bulk Drugs, Chemicals, Gems & Jewellery, IT, Infrastructure, Education and Housing Societies.
Disclosure of relationship between directors inter-se	Daughter of Mr. Kishorechand Talwar and sister of Mr. Kundan Talwar	Not related to any Director of the Company
Names of listed entities in which the person also holds the directorship	NIL	NIL
No. of Shares held in the Company	362200 shares	NIL
Membership & Chairmanships of Committees of the Board	Member of below mentioned committees – Audit Committee – Stakeholders Relationship Committee upto 15th May, 2018	Chairperson of the below mentioned committees w.e.f. May 16, 2018. – Audit Committee – Stakeholders Relationship Committee – Nomination & Remuneration Committee

Name of Director	Mr. Sriram Shrinivasan	Mr. Ayyaswami Sundaram
Director Identification Number (DIN)	08129642	02997721
Date of Birth	29/03/1958	18/01/1961
Age	60 Years	57 Years
Brief resume & Nature of expertise in specific functional areas	He is a Master of Financial Management from Jammalal Bajaj Institute of Management Studies, B.E. (Electrical) from University of Mumbai, Certified Project Management Professional and IBM Certified Complex Program Manager. He has experience of over 32 years, in the IT Industry and has managed large and complex system integration and technology transformation projects across diverse industries.	He is Associated with the Company since March 3, 2010. He has experience of over 24 years in Consulting in Business Innovations. He also provides guidance in the field of product quality management as and when required to the Company.
Disclosure of relationship between directors inter-se	Not related to any Director of the Company	Not related to any Director of the Company
Names of listed entities in which the person also holds the directorship	NIL	NIL
No. of Shares held in the Company	NIL	NIL
Membership & Chairmanships of Committees of the Board	Member of the below mentioned committees w.e.f. May 16, 2018. – Stakeholders Relationship Committee – Nomination & Remuneration Committee	Member of the below mentioned committees – Audit Committee – Stakeholders Relationship Committee – Nomination & Remuneration Committee



7. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, September 22, 2018 to Friday, September 28, 2018** (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
10. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
11. The Company's shares are listed on BSE Limited, Mumbai.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
13. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

**M/S. BIG SHARE SERVICES PRIVATE LIMITED**

Unit: [Rexnord Electronics and Controls Limited]

Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis,  
Makwana Road, Marol, Andheri - East, Mumbai - 400 059.

Tel: 022 – 62638200

Email: info@bigshareonline.com

14. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
15. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
16. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
17. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in demat form, they must quote their DP ID and Client ID Number.
18. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. Voting through electronic means:
  - (i) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
    - (ii) The Board of Directors of the Company has appointed M/s. GMJ & Associates, Company Secretaries, Mumbai as Scrutinizer to scrutinise the e-voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
    - (iii) The facility for voting through e-voting system shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through e-voting.
    - (iv) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
    - (v) The Company has engaged the services of Central Depository Services Limited (CDSL) as the Agency to provide e-voting facility.
    - (vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Friday, September 21, 2018**
    - (vii) 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, i.e. **Friday, September 21, 2018** only shall be entitled to avail the facility of e-voting / remote e-voting.
    - (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **Friday, September 21, 2018** may obtain the User ID and password from BIG SHARE SERVICES PRIVATE LIMITED (Registrar & Transfer Agents of the Company).
    - (ix) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company ([www.rexnordindia.com](http://www.rexnordindia.com)) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to the Stock Exchange.
    - (x) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **Friday, September 28, 2018**
    - (xi) The instructions for shareholders voting electronically are as under:
      - a) The voting period begins at **9.00 a.m. (IST) on Tuesday, September 25, 2018** and ends at **5.00 p.m. (IST) on Thursday, September 27, 2018**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 21, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
      - b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
      - c) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
      - d) Click on Shareholders.
      - e) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
      - f) Next enter the Image Verification as displayed and Click on Login.
      - g) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

- h) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/Email) in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>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 login.</p> <ul style="list-style-type: none"> <li>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 instruction (d).</li> </ul>

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) 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 Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the **EVSN** for "**REXNORD ELECTRONICS AND CONTROLS LIMITED**" on which you choose to vote.
- m) 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.
- n) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- o) 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.
- p) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.
- r) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- t) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- u) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xii) **In case of members receiving the physical copy:**
- a) Please follow all steps from sl. no. (a) to sl. no. (t) above to cast vote.

The voting period begins on **9.00 a.m. (IST)** on **Tuesday, September 25, 2018** and ends at **5.00 p.m. (IST)** on **Thursday, September 27, 2018**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 21, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## ANNEXURE TO THE NOTICE

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

#### ITEM NO. 3 & 4:

Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan were appointed as the Additional Directors of the Company with effect from May 16, 2018. As per Section 161 of Companies Act, 2013 ('the Act'), they hold office as the Additional Directors upto the date of the ensuing Annual General Meeting of the Company. The Company has received notices in writing under Section 160 of the Act, proposing Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan for the office of the Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan as the Independent Additional Directors of the Company to hold office for a term of 5 years with effect from May 16, 2018 to May 15, 2023.

In the opinion of the Board, Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan fulfill the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for their appointment as Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan as Independent Directors setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during working day's between 11:00 a.m. to 1:00 p.m. upto and including the date of AGM of the Company.

In compliance with the provisions of Sections 149, 152 and 160 read with Schedule IV to the Act, the Member's approval by way of ordinary resolution set out at Item no.3 & 4 is being sought for the appointment of Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan as Independent Directors of the Company.

Further Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan being Independent Directors, shall not be liable to retire by rotation.

Except Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan and their relatives, none of the Directors or Key Managerial personnel of the Company and their relatives, are in anyway concerned or interested, financially or otherwise in the said resolution.

#### ITEM NO. 5:

Mr. Ayyaswami Sundaram was appointed as an Independent Director of the Company. for five consecutive years from 1st April, 2014 upto 31st March, 2019, by the Members of the Company in the AGM held on August 30, 2014.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and the performance evaluation and in terms of the provisions of Sections 149, and 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Ayyaswami Sundaram, being eligible for re-appointment as Independent Director, offers himself for re-appointment, is proposed to be re-appointed as Independent Director for another term of five consecutive years from April 1, 2019 upto March 31, 2024.

In the opinion of the Board, Mr. Ayyaswami Sundaram fulfill the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ayyaswami Sundaram as Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during working day's between 11:00 a.m. to 1:00 p.m. upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ayyaswami Sundaram as Independent Director of the Company.

Accordingly, the Board recommends the Special Resolution in relation to eligibility and re-appointment of Mr. Ayyaswami Sundaram as Independent Director of the Company for another term of five consecutive years with effect from April 1, 2019 to March 31, 2024, for the approval of Members.

Except Mr. Ayyaswami Sundaram and his relatives, none of the Directors or Key Managerial personnel of the Company and their relatives, are in anyway concerned or interested, financially or otherwise in the said resolution.

#### ITEM NO. 6:

As per the provisions of section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his registered office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting; the Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the accompanying notice, for the approval by the members of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

For and on behalf of the Board  
**REXNORD ELECTRONICS AND CONTROLS LIMITED**

**Kishorechand Talwar**  
Chairman & Managing Director  
(DIN: 00351751)

#### Registered Office:

92-D Govt. Ind. Estate,  
Charkop, Kandivli (W),  
Mumbai- 400 067

Dated: August 10, 2018



## DIRECTORS' REPORT TO THE SHAREHOLDERS

To,  
The Shareholders,

It gives us immense pleasure to share with you an update on the performance of your Company for FY 2017-18 and present 30th Annual Report of the Company. It was a metamorphic year in the history of India with the introduction of the Goods and Services Tax (GST), one of the biggest tax reform since Independence and awaited since the longest of times. GST has created a single national market and will benefit both consumers as well as the industry and we have welcomed this move by the honourable Government of India. We are extremely happy to share that your Company has worked very closely with its partners along its entire supply chain to transition its operations to the new tax regime efficiently.

The implementation of GST has streamlined the process of taxation in our country with the one nation one tax motto, we have had initial disrupted demand in our industry purely because of destocking of traders in the month of June and the second quarter. Though the sales in the subsequent quarters remained stable, it will take some time for the benefits of GST to get realised.

In this challenging business environment, our strong brandconnect, the launch of new products, service methods and continuous expansion of our distribution network enabled us to deliver a strong performance.

The Board of Directors would like to thank the entire team at Rexnord Electronics and Controls Ltd. for their great work and dedication throughout the year. The Board of Directors would also like to express its gratitude to you and all the stakeholders for the trust and faith that you have in us. As we move into another exciting year, we continue to seek your support. We would continue our consumer- focussed philosophy to accelerate our growth and deliver success for all our stakeholders while balancing our responsibility to society and the communities at large.

### 1. FINANCIAL HIGHLIGHTS:

(₹ in Lakhs except EPS)

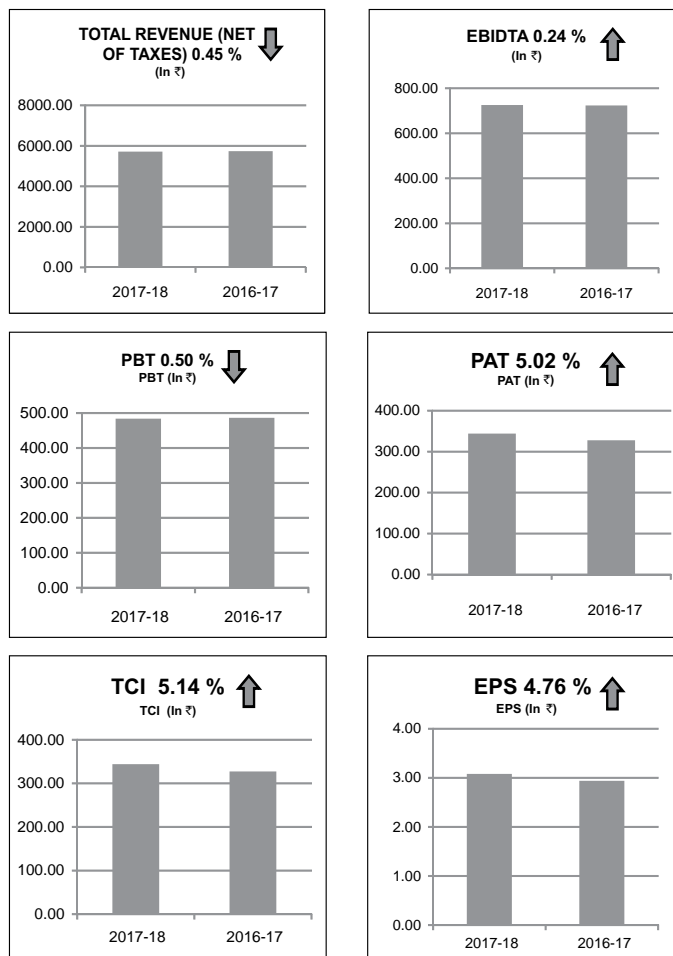
Particulars	Standalone		Consolidated
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018
<b>Total Revenue</b>	<b>5864.46</b>	<b>6312.95</b>	<b>5864.46</b>
<b>Profit before Interest, depreciation and amortization</b>	<b>725.34</b>	<b>723.62</b>	<b>724.68</b>
Finance Cost	92.31	100.61	92.31
Profit before depreciation and amortization	633.03	623.01	632.37
Depreciation and amortization	148.99	136.55	148.99
Profit before exceptional items & tax	484.04	486.46	483.38
Exceptional items	—	—	—
<b>Profit before tax</b>	<b>484.04</b>	<b>486.46</b>	<b>483.38</b>
Tax Expense	139.90	158.78	139.90
<b>Net Profit after tax</b>	<b>344.13</b>	<b>327.68</b>	<b>343.48</b>
<b>Other comprehensive income (net of tax)</b>	<b>0.01</b>	<b>(0.36)</b>	<b>0.01</b>
<b>Total comprehensive income</b>	<b>344.15</b>	<b>327.32</b>	<b>343.49</b>
<b>Earning per Equity Share</b>			
Basic	3.08	2.94	3.08
Diluted	3.08	2.94	3.08

The Total Revenue for the year ended March 31, 2017 and period ended 30th June 2017 include excise duty on goods sold, which is discontinued w.e.f. July 1, 2017 upon implementation of Goods and Service Tax (GST) in India. In the view of the aforesaid restructuring of indirect tax, total revenue for the year ended is not comparable with the previous year. The following additional information is being provided to facilitate such understanding.

(₹ in Lakhs)

Particulars	Standalone		Consolidated
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018
Total Revenue	5864.46	6312.95	5864.46
Less: Excise duty	150.56	573.30	150.56
Total Revenue (net of tax collected)	5713.90	5739.65	5713.90

### 2. GRAPH OF THE FINANCIAL HIGHLIGHTS FOR THE LAST FEW YEARS



### 3. COMPANY OVERVIEW:

The Company is a well-established brand in the Refrigeration industry and holds the leadership position in the Axial Fan and Shaded Pole Motor segment. The Company recorded steady performance in FY 2017- 18 despite some challenges faced due to demonetization effect, GST, fall in demand, and adjustments as per Ind AS. Though there was some drop in sales, margin growth was better led by effective procurement and increased sales realization.

Leveraging its brand name, mass appeal and broad understanding of the consumer markets, it has also entered into opening up a Branch office in Singapore to exploit opportunities in the Asian Market.

To achieve higher economies of scale, improve synergies and expand its reach, the Company also plans to increase its revenue by exploring Agricultural segment. With the ongoing efforts of the Government to improve power supply, help increase agricultural produce demand has led to the company to explore this segment and thus has opened up a subsidiary company Rexnord Enterprises Private Limited to create a strong foothold.

#### 4. FINANCIAL REVIEW:

Your Company achieved a Total Revenue (net of taxes collected) of ₹ 5713.90 lakhs as against ₹ 5739.65 lakhs in the previous Year. The total expenditure during the Year under review was ₹ 5229.86 lakhs as against ₹ 5253.19 lakhs in the previous Year. The Profit before tax was ₹ 484.04 lakhs as against ₹ 486.46 lakhs in the previous and the Net Profit after tax was ₹ 344.14 lakhs as against ₹ 327.68 lakhs in the previous Year.

#### 5. FUTURE OUTLOOK:

The Company aims at increasing its marketing strengths and its global identity in order to boost its export sales and thereby increase its sales volume. The Company also aims at developing strategies in making the product reach global requirements by setting up distribution channels and branding techniques.

The current year looks promising with the Company investing in new marketing strategies and has taken appropriate measures in order to achieve sale targets.

#### 6. CHANGE IN THE NATURE OF BUSINESS:

##### i) Change in Object Clause

The Board of Directors at their meeting held on January 23, 2018 has decided to diversify into the business of Trading Activities and sought approval of members vide postal ballot for amending the main objects of the Memorandum of Association of the Company. The details of Voting Results are provided in the Corporate Governance Report, which forms part of the Annual Report.

##### ii) Branch Office

During the year, the Company has opened its Branch office in Singapore, the details of the Branch at Singapore are provided in the Corporate Governance Report, which forms part of the Annual Report.

#### 7. DIVIDEND:

To consolidate the financial position of the Company, the Board does not propose any dividend for the year ended March 31, 2018.

#### 8. TRANSFER TO RESERVES:

No amount is proposed to be transferred to Reserves out of the profits earned during the Financial Year 2017-2018.

#### 9. DEPOSITS:

The Company has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder.

#### 10. SHARE CAPITAL OF THE COMPANY:

The Paid up Equity Share Capital, as at 31st March, 2018 was ₹11,15,91,000/- divided into 1,11,60,000 Equity shares, having face value of ₹ 10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options or sweat equity.

#### 11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, your Company has not given loan to any bodies corporates or any other persons or has not provided any corporate guarantee or security under section 186 of the Companies Act, 2013.

As regards investments, during the year under review, your Company incorporated a Wholly Owned Subsidiary viz. "Rexnord Enterprise Private Limited" and subscribed its initial share capital of ₹ 10.00 lakhs. Further, during the year under review, your Company has made investment in certain mutual funds.

Particulars of investments and disclosure required under Section 186(4) of the Companies Act, 2013 read with Companies (meeting of Board and its Powers) Rules, 2014 are provided in the note 48 to the standalone financial statements.

#### 12. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

##### a) DIRECTORS

##### i) Composition:

The Board of Directors includes the Executive and Independent Directors so as to ensure proper governance and management. The Board consists of Five (5) Directors comprising of Two (2) Executive Director including One (1) Woman Director and Three (3) Independent Directors as on March 31, 2018.

##### ii) Re-appointments:

Based on performance evaluation and recommendations of Nomination and Remuneration Committee and in terms of the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, the Board recommends re-appointment of Mr. Ayyaswami Sundaram as Independent Director for a second term of five consecutive years with effect from April 1, 2019 to March 31, 2024, for the approval of Members.

In accordance with the provisions of Section 152 (6) of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Nainy Kunal Tanna, Director of the Company, retires by rotation, and being eligible, has offered herself for reappointment.

##### iii) Resignation:

Mr. Ram Senhi and Mr. Ganapathy Dharmarajan resigned as Independent Directors from April 1, 2018 and May 7, 2018 respectively. The Board of Directors has placed on record its warm appreciation for the rich contribution made by them and the guidance provided by them during their tenure as Independent Directors of the Company.

##### iv) Inductions / Appointments:

The Board has appointed Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan as Additional Directors on the Board of the Company in Independent capacity w.e.f. May 16, 2018. The Board proposes to appoint Mr. Krishnamoorthy Krishnan and Mr. Sriram Shrinivasan as Regular Independent Directors of the Company in accordance with Section 149 of the Companies Act, 2013 and under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for one term of Five (5) years subject to approval of Members.

##### v) Key Managerial Personnel:

The Company is having the following persons as the Key Managerial Personnel.

Sr.No.	Name of Personnel	Designation
1.	Mr. Kishore Chand Talwar	Chairman & Managing Director
2.	Mr. Kundan Talwar	Chief Financial Officer
3.	Mr. Krunal Wala	Company Secretary & Compliance Officer

#### 13. DECLARATION BY INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 149(7) of the Companies Act, 2013, Independent Directors have submitted declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances which may affect their status as independent director during the year.

#### 14. SUBSIDIARIES & ASSOCIATE COMPANIES:

During the reporting period, the Company has incorporated One (1) Wholly Owned Subsidiary Company i.e. Rexnord Enterprise Private Limited within the meaning of Section 2(87) of the Companies Act, 2013.

The Subsidiary Company is carrying on the business of Agro & Trading Activities and the Company holds 100% of the Equity Share Capital in Rexnord Enterprise Private Limited as on March 31, 2018.

Pursuant to provisions of Section 129(3) of the Act read with rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the Subsidiary Company in Form AOC-1 is appended as Annexure 'A' and forms part of the Annual Report.

The Company does not have joint venture or associate companies within the meaning of Section 2(6) of the Companies Act, 2013.

#### 15. CONSOLIDATED FINANCIAL STATEMENTS :

The Consolidated Financial Statements of the Company are prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The Audited Consolidated Financial Statements of the Company for the year ended 31st March 2018 along with Auditors' Report forms part of this Annual Report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Audited Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company i.e. [www.rexnordindia.com](http://www.rexnordindia.com)