



Date: May 29, 2024

To,
Corporate Relationship Department
BSE LTD
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Security Code No. 531888:

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024.

Ref: Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMDI/27/2019 dated February 8, 2019.

Dear Sir/ Madam,

In terms of Regulation 24A of SEBI (LODR) Regulations, 2015 read with Clause 3(b)(iii) of the above referred SEBI Circular, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, issued by M/s. GMJ & Associates, Practicing Company Secretaries enclosed hereunder.

Kindly take the same in your record and acknowledge.

Thanking you,

Yours Faithfully,

For REXNORD ELECTRONICS AND CONTROLS LIMITED

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NAINY KUNAL TANNA
WHOLE TIME DIRECTOR
(DIN: 00351762)

Encl.: As above

SECRETARIAL COMPLIANCE REPORT OF
REXNORD ELECTRONICS AND CONTROLS LIMITED
FOR THE YEAR ENDED MARCH 31, 2024

To,
REXNORD ELECTRONICS AND CONTROLS LIMITED
92-D, Govt Ind. Estate, Charkop,
Kandivli (West),
Mumbai - 400067.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **REXNORD ELECTRONICS AND CONTROLS LIMITED** (hereinafter referred as "the listed entity"), having its registered office at 92-D, Govt Ind. Estate, Charkop, Kandivli (West), Mumbai - 400067. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- a) all the documents and records made available to us and explanation provided by the listed entity,
- b) the filings/ submissions made by the listed entity to the stock exchange,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the Audit period)
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the Audit period)
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the Audit period)

Based on our examination, we hereby state that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The observations made by us in the Secretarial Compliance Report for the financial year ended March 31, 2023 have not been brought forward, since the Company has taken sufficient steps to address the concerns raised for the said year.

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- II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 was not applicable to the Company during the Review Period.
- III. We hereby report that during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
1	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI.	Yes Yes	None

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents / information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	None
4	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirements with respect to material as well as other subsidiaries.</p>	<p>Yes</p> <p>Yes</p>	<p>The Company does not have any material subsidiaries.</p> <p>The Company has made disclosures in respect of other subsidiaries.</p>

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee, in case no prior approval has been obtained.	Yes NA	None No such case was reported during the Review period

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company's SDD software experienced data corruption during the year. The backup too was corrupted. The Company has taken proactive measures to maintain regular backups of the software data.
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	No Actions for the FY 2023-24. BSE Ltd levied Standard Operating Procedure fine for late submission of soft copy and CD of Annual Report of the FY 2013-14.
12	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u>	NA	None

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation / Remarks by PCS
13	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For GMJ & ASSOCIATES

Company Secretaries
ICSI Unique Code P2011MH023200

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PARTNER

Membership No: F3706

Certificate of Practice No.:2324

UDIN: F003706F000486540

Peer Review Certificate No.: 647/2019

Place: Mumbai
Date: May 29, 2024.

