



HIND RECTIFIERS LIMITED

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Email : corporate@hirect.com / marketing@hirect.com
CIN : L28900MH1958PLC011077
Website : www.hirect.com

Ref. No. HIRECT/SEC/2021-22/56

February 21, 2022

BSE Limited
Rotunda Building,
Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai
400 001 Maharashtra

National Stock Exchange of India Limited
"Exchange Plaza" 5th Floor, C-1, Block 'G'
Bandra Kurla Complex,
Bandra (East) Mumbai 400 051

Security Code No.: 504036 Symbol: HIRECT Type of Security: Equity

Sub: Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, February 12, 2022.

The Company has engaged National Securities Depository Limited to offer e-voting facility to all its members to enable them to cast their votes electronically.

The e-voting period will commence from 9.00 a.m. (IST) on Tuesday, February 22, 2022, and ends at 5.00 p.m. (IST) on Wednesday, March 23, 2022.

The said Postal Ballot Notice will also be made available on the website of the Company

You are requested to take the above information on record.

Thanking you,

Yours Faithfully,

For Hind Rectifiers Limited

Meenakshi Anclia
Company Secretary & Compliance Officer
M. No. A30545



Encl: as above



NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2s020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the resolution appended below for seeking approval for related party transaction, is proposed to be passed as an Ordinary Resolution by the Members of Hind Rectifiers Limited (“Company”) through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on Saturday, February 12, 2022, has appointed Mr. Mahesh Soni (Membership No. 3706) and failing him Ms. Sonia Chettiar (Membership No. 27582), partner of M/s GMJ & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, February 22, 2022 and ends at 5.00 p.m. (IST) on Wednesday, March 23, 2022. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Friday, March 25, 2022.





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The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.hirect.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

SPECIAL BUSINESS

Item No. 1: Approval of Related Party Transactions with Force Motion Technology LLP

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable rules, if any, and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company's Policy on "Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/arrangement(s)/ transaction(s) with Force Motion Technologies LLP ("FMT LLP") a related party of the Company, for sale of loco transformers and other transactions as more particularly set out in the explanatory statement for Item No. 1 to this Notice for an amount not exceeding in the aggregate Rs. 100 crore (Rupees one hundred crore only), from February 1, 2022 to March 31, 2024, provided that the said transactions are entered into/ carried out on arm's length basis and in the ordinary course of business of the Company and on such terms and conditions as may be considered appropriate by the Board of Directors (including Audit Committee thereof);

"RESOLVED FURTHER THAT the Board (including Audit Committee thereof) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other documents and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or



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approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Audit Committee thereof) be and are hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), or any other Officer(s)/Authorized Representative(s) of the Company and to do all necessary acts, deeds, things and execute all such documents, agreements, writings or undertaking and amendments thereof and to take such steps as may be considered necessary, proper, desirable or expedient to give effect to the aforesaid resolution(s) including delegation of all or any of the powers conferred on them by or under this resolution(s).

**By the Order of the Board
For Hind Rectifiers Limited**

**Sd/-
Meenakshi Anchlia
Company Secretary
M. No. A30545**

**Place: Mumbai
Date: February 12, 2022**



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NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.

2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

If your e-mail address is not registered with the Company, you may register to receive this Postal Ballot Notice by completing the process for registration of e-mail address by contracting Registrar and Transfer Agent of the Company at the address given below:

ADROIT CORPORATE SERVICES PRIVATE LIMITED [Unit: Hind Rectifiers Limited]
19-20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai 400059, Tel: +91 (0) 22 42270400 Fax: +91 (0)22 28503748
Email: info@adroitcorporate.com Website: www.adroitcorporate.com.

Members may note that this Postal Ballot Notice will also be available on the Company's website, www.hirect.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of NSDL, www.evoting.nsdl.com.

3. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Wednesday, March 23, 2022.

4. The instructions for remote e-voting are as under:

(i) In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to the e-voting facility provided by Listed Entities; the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.

(ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Saturday, February 12, 2022 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes

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by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, February 22, 2022 and ends at 5.00 p.m. (IST) on Wednesday, March 23, 2022. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

(iii) The Board of Directors of the Company has appointed Mr. Mahesh Soni (Membership No. 3706) and failing him Ms. Sonia Chettiar (Membership No. 27582), partners of M/s GMJ & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

(iv) The details of the process and manner for remote e-voting are explained hereinbelow:

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**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access the 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 | A. NSDL IDeAS facility If you are already registered, follow the below steps: 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on mobile. |

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2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.

3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.

4. Click on “Access to e-voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page.

5. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.

If you are not registered, follow the below steps:

a. Option to register is available at <https://eservices.nsd.com>.

b. Select “Register Online for IDeAS” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

c. Please follow the steps given in points 1-5.

B. e-voting website of NSDL

1. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile phone.





2. Once the home page of the 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 need to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen.

4. After successful authentication, you will be redirected to NSDL website wherein you can see the e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period

C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.

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| | |
|---|---|
| | <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> |
| <p>Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, can log in through their user id and password. The option will be made available to reach e-voting page without any further authentication. The URL for users to log in to Easi/Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting menu. The menu will have links to e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, the option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access the e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat account. After successful authentication, a user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their DPs</p> | <ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on options available against Company name or e-voting service provider - 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 the respective website.

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

| Login Type | Helpdesk details |
|---------------------------|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542/43 |

B) Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on 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, Password/OTP, and a verification code as shown on the screen.
4. 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 login credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

5. 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*****. |
| c) For Members holding shares in | EVEN Number followed by Folio Number |

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| | |
|---------------|---|
| physical form | registered with the Company For example, if folio number is 001*** and EVEN is 111111 then user ID is 111111001*** |
|---------------|---|

6. 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 log in 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow the steps mentioned below in process for those shareholders whose e-mail IDs are not registered.

7. 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.co.in mentioning your demat account number/folio number, PAN, name, and registered address.

d) Members can also use the OTP-based login for casting the votes on the e-voting system of NSDL.



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8. After entering your password, tick on Agree to “Terms and Conditions” by selecting the check box.
9. Now, you will have to click on the “Login” button.
10. After you click on the “Login” button, the 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 a 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 the 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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
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.

General Guidelines for Shareholders

1. Institutional/Corporate 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 the 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.co.in



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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 <https://www.evoting.nsdl.com> to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com>. For any grievances connected with the facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in, toll-free no: 1800 1020 990/1800 224 430.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS

Item No. 1

Pursuant to Section 188 of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Related Party Transactions (“the Policy”), the material related party transactions to be entered by the Company on arm’s length basis and ordinary course of business with Force Motion Technology LLP (“FMT LLP”), a related party of the Company, as set out in Item No. 1 require approval of the members of the Company through the ordinary resolution.

In accordance with Regulation 23 of the SEBI Listing Regulations, “Material Related Party Transaction” means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company. Section 188(1) of the Act read with Rule 15(3)(a) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between a related party, where the amount involved is equal to or exceeds 10% of the net worth of the Company is to be approved by the Members of the company by way of passing an Ordinary resolution. The proposed transaction would be in the nature of a material related party transaction under Regulation 23 of the SEBI Listing Regulations and Section 188(1) of the Act read with the Rules framed thereunder. Since the proposed transaction meets the threshold



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prescribed under Regulation 23 of the SEBI Listing Regulations and Section 188(1) of the Act read with Rules made thereunder, it requires prior approval of Members by way of Ordinary resolution.

Cost-effective and assured supply of desired quality and superlative quality are key requirements for the Company. The Company intends to continue to enter into various transactions with FMT LLP to have consistent control over quality and overall synergies. These transactions will not only help the Company to manage manufacturing operations smoothly but also ensure a consistent flow of desired quality and quantity of facilities for uninterrupted operations and increased productivity. This has happened on account of increased business volumes with FMT LLP.

The Company is engaged in the business of manufacturing locomotive transformers for supplying to the Indian Railway. FMT LLP, a related party is involved in the business to manufacture and market all types of equipment, component, and apparatus. FMT LLP participates in the railway tender process with a different spec. to obtain additional business for the Company. It has been observed that the transaction value of the contracts in relation to purchasing, sale of goods, and service will be exceeded the approval limits available to the Audit Committee. Therefore, it is proposed that the approval of shareholders be obtained for related party transactions for 'Sale of transformers, up to Rs. 100 crore (Rs. one hundred crore only) from February 1, 2022 to March 31, 2024. Since the financial year 2022 is coming to a close shortly, approval in respect of both financial year 2022-23 and 2023-24 is simultaneously sought. It is expected that the total transactions of selling loco transformers to FMT LLP commencing from February 1, 2022 to March 31, 2024 would be Rs. 100 crore.

These related party transaction(s) have already been recommended by the Audit Committee of the Company at its meeting held on Saturday, February 12, 2022 and the decision to seek members' approval has been taken by the Board in its meeting held on Saturday, February 12, 2022. Accordingly, approval of the shareholders is being sought for the said Related Party Transaction(s).

The aforesaid transactions with FMT LLP will be undertaken at prevailing railway tenders price and such other arms' length criteria and factors as is generally accepted for related party transactions.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 1 of this Notice whether the related party is a related party to the proposed transaction or not.

In accordance with Section 102(1) and proviso to Section 102(2) of the Act, nature of the concern or interest financial or otherwise and the shareholding interest of every

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Promoter/Director/Key Managerial Personnel in the other entity to the extent that such shareholding is in excess of 2% of the paid-up capital of that Company is required to be disclosed:

| Name and designation | Profit & Loss sharing ratio in FMT LLP |
|--|--|
| Mr. Suramya Nevatia, Designated Partner | 40 % |
| Mrs. Akshada Nevatia, Designated Partner | 25% |
| Mr. Saurabh Nevatia, Partner | 25% |

Pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction, etc. are as under:

| Description | Details |
|---|---|
| Name of Related Party | Force Motion Technology LLP ("FMT LLP") |
| Name of the Director or Key Managerial Personnel, who is Related, if any | Mr. Suramya Nevatia, Managing Director & CEO, Mrs. Akshada Nevatia, Executive Director and Mr. Pawan Golyan, Non-Executive Director |
| Nature of Relationship | Mr. Suramya Nevatia and Mrs. Akshada Nevatia are Designated Partners in FMT LLP. Mr. Saurabh Nevatia is partner in FMT LLP. |
| Nature, material terms, monetary value and particulars of contracts or arrangements | The transaction involves sale of loco transformer to FMT LLP from February 1, 2022 to March 31, 2024. The consideration for the sale of loco transformers up to Rs. 100 crore excluding GST, freights, and price variation clause. Terms and conditions with respect to price will be determined at prevailing railway tenders price and such other arms' length criteria and factors as are generally accepted for related party transactions. |
| Any other information relevant or important for Members to take a decision on the proposed resolution | All important or relevant information has been provided in the foregoing paragraphs of the explanatory statement. |

Except Mr. Suramya Nevatia, Mrs. Akshada Nevatia and Mr. Pawan Golyan and their relatives, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.



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The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and accordingly the Board recommends the Ordinary Resolution as set out in Item No.1 of this Notice for approval of the Members.

This Explanatory statement may also be regarded as disclosure as required under SEBI Listing Regulations.

**By the Order of the Board
For Hind Rectifiers Limited**

**Sd/-
Meenakshi Anchlia
Company Secretary
M. No. A30545**

Place: Mumbai

Date: February 12, 2022