



HIND RECTIFIERS LIMITED

REGD. & H.O. LAKE ROAD, BHANDUP (W), MUMBAI - 400 078. • TEL.: +91 22 2569 6789 • FAX: +91 22 2596 4114
• www.hirect.com • corporate@hirect.com/marketing@hirect.com • CIN: L28900MH1958PLC011077

14th August 2015

To,

1. National Stock Exchange of India Ltd. Listing Department Exchange Plaza Plot No. C/1, G Block Bandra – Kurla Complex Bandra (E), Mumbai – 400 051 Ref: NSE Symbol: HIRECT	2. Bombay Stock Exchange Limited Department of Corporate Services 14 th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001. Ref: Company Code No. 504036
--	--

Dear Sir/ Madam,

Sub.: Proceeding of the Annual General Meeting held on August 13, 2015.

This is to inform you that the 57th Annual General Meeting (AGM) of the Company was held on August 13, 2015. The information about the attendance of the Shareholders and the manner of passing of the resolution is given below;

- Date of AGM:** Thursday, 13th August, 2015 at 3.30 p.m.
- Total Number of Shareholders on record date :** 6565
- No of Shareholders present in the meeting either in person or through proxy:** 58
 - Promoters and Promoters Group : 12 (Twelve)
 - Public : 46 (Forty Six)
- No of Shareholders attended the meeting through Video Conferencing:**
 - Promoters and Promoters Group } Not Applicable
 - Public: }

Businesses transacted with the approval of requisite majority of the Shareholders.

- Consider and adopt the financial statement, Report of the Board of Directors and Auditors.
- Re-appointment of Shri Bharat Swaroop, who retires by rotation.
- Appointment of M/s. Khandwala & Shah, Chartered Accountants as Auditors and fixing their remuneration.
- Authorization to Board of Directors for appointment of Branch Auditors for Nashik Plant and Dehradun Plants and fixing their remuneration.



HIND RECTIFIERS LIMITED

REGD. & H.O. LAKE ROAD, BHANDUP (W), MUMBAI - 400 078. • TEL.: +91 22 2569 6789 • FAX: +91 22 2596 4114
• www.hirect.com • corporate@hirect.com / marketing@hirect.com • CIN: L28900MH1958PLC011077

5. Special resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.150 crore.
6. Special resolution under section 180(1)(a) of the Companies Act, 2013 for creation of security.
7. Appointment of Smt. Uma S. Nevatia as Executive Vice Chairperson.
8. Appointment of Smt. Akshada Nevatia as Executive of the Company in the Management Cadre.
9. Adoption of New Articles of Association.

Kindly note that all the resolutions mentioned above were approved by the shareholders. The consolidated report of the scrutinizer on e-voting and physical voting is attached herewith.

The above is for your information and record.

Yours faithfully,
For **Hind Rectifiers Limited**

Alen Ferns
Company Secretary &
Compliance Officer

Encl.: As above

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	--



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

(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 Plants and 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	--

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

(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:

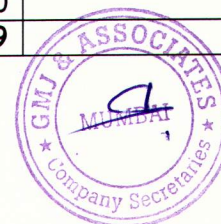
Type of e-voting	Number of Members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
E-voting	27	5,233,128	--
Ballot	12	3,175	--
Total	39	5,236,303	100.00

(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	-



*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



(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



Me.
[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 13th August, 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



[CS MAHESH SONI]

PARTNER

FCS: 3706; COP: 2324

PLACE: MUMBAI

DATE: AUGUST 14, 2015.