

HIND RECTIFIERS LIMITED

Lake Road, Bhandup (W), Mumbai - 400 078

Tel: +91 22 25696789 Fax: +91 22 25962461 Website: www.hirect.com E-Mail: corporate@hirect.com

CIN : L28900MH1958PLC011077

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 56th Annual General Meeting of the members of **HIND RECTIFIERS LIMITED** will be held on Thursday the 14th August, 2014 at 3.30 P.M. at Kamalnayan Bajaj Hall & Art Gallery, Bajaj Bhavan, Ground Floor, Nariman Point, Mumbai - 400 021 to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To consider declaration of Dividend on Equity Shares for the year ended March 31, 2014.
3. To appoint a Director in place of Shri. Pawan Kumar Golyan, who retires from office by rotation and being eligible offers himself for re-appointment.
4. To re-appoint, Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration and to pass the following resolution thereof.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Khandwala & Shah, Chartered Accountants having firm Registration No:105069W as Statutory Auditor, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the third consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Auditors and the Board of Directors."

5. To appoint Branch Auditors for Nashik and Dehradun Plants to hold the office from the conclusion of this AGM until the conclusion of the next AGM and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders in the AGM of the Company held on 05.08.2011, consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and the Articles of Association of the Company for borrowing, whether by way of Term Loan / Equipment Finance / Cash Credit facilities or the like, from time to time, any sum or sums at its discretion from Financial Institutions / Banks on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time ₹ 50 Crores (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard and also to delegate all or any of the above powers to the Directors or the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of the Financial Institutions / Banks / any other Investing Agencies / Trustees for the holders of debentures / bonds / other instruments which may be issued to and subscribed by all or any other person(s) / bodies corporate by way of private placement or otherwise, to secure rupee / foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed ₹ 50 Crores (Rupees Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Principal Officers of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act, Shri V. K. Bhartia, (DIN : 00019810), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from the date of this AGM till 13th August, 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act, Shri D. R. Mehta, (DIN : 00337951), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from the date of this AGM till 13th August, 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act, Shri Pradeep Goyal, (DIN : 00008370), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from the date of this AGM till 13th August, 2019."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the said Act, Shri Binod Kumar Patodia, (DIN : 00003516), Director of the Company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years commencing from the date of this AGM till 13th August, 2019."

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

"RESOLVED THAT pursuant to section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 the remuneration of Rs. 60,000/- plus service tax as applicable for the financial year ending 31st March, 2014 as approved by the Board of Directors of the Company to be paid to M/s. N. Ritesh & Associates for conducting of cost audit of the Company be and is hereby ratified and confirmed."

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 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.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified True copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
4. 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.
5. 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.
6. 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.
7. 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.
8. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
9. The Ministry of Corporate Affairs (MCA) under "**Green Initiative in the Corporate Governance**" allowed paperless compliances by the Companies. MCA had issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the Form and hand over the same along with Attendance Form at the Registration Counter of venue of Annual General Meeting for registration of Email address for receiving notice / documents including Annual Report.
10. Brief resume of all Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of the Companies in which they hold Directorships, Memberships / Chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges in India, are provided in the annexure.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from 08/08/2014 to 14/08/2014 (both days inclusive).
12. The dividend on Equity Shares, as recommended by the Board of Directors of the Company, when approved at the Annual General Meeting of the Company will be paid on or after 14th August, 2014.
13. 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar.

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14. Members are hereby informed that dividends which remain unclaimed / unencashed over a period of 7 years has to be transferred by the Company to the Investors Education & Protection Fund, constituted by the Central Government under Section 205(A) & 205(C) of the Companies Act, 1956.

Members should note that no claim can be made by the shareholders for the unclaimed dividends which have been transferred to the credit of the Investors Education & Protection Fund of the Central Government under the amended provisions of section 205(B) of the Companies Act, 1956.

The details of dividend paid by the Company and the corresponding due dates for transfer of unencashed dividend to the aforementioned fund constituted by the Central Government are furnished hereunder:

Dividend for the year	Date of Declaration of Dividend	Due Date of transfer to the Investor Education and Protection Fund
2006 - 2007	28.07.2007	27.07.2014
2007 - 2008	25.08.2008	24.08.2015
2008 - 2009	10.09.2009	09.09.2016
2009 - 2010	12.08.2010	11.08.2017
2010 - 2011	05.08.2011	04.08.2018
2011 - 2012	07.08.2012	06.08.2019
2012 - 2013	12.08.2013	11.08.2020

Members who have not encashed the dividend warrant(s) so far in respect of the above financial years, are therefore, and requested to make their claims to the Registrar of the Company or the Company at the Registered Office with full details.

15. 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. ADROIT CORPORATE SERVICES PVT. LTD.

[Unit : Hind Rectifiers Limited]
19, Jafarbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka,
Andheri (East), Mumbai - 400 059.

Tel No.: +91 22 28594060 / 28596060 Fax: +91 22 28503748 • E-mail: adroits@vsnl.net

16. (a) Members are informed that in order to avoid fraudulent encashment of dividend warrants they should send to the Registrar and Transfer Agent of the Company at the address given above under the signature of the Sole / First Joint holder the information relating to Name and Address of the Banker along with the Pin Code Number and Bank Account Number to print on the Dividend Warrants.
- (b) Members desirous of availing the facility of Electronic Credit of Dividend are requested to send ECS Form to the Registrar and Transfer Agent of the Company at the address given above.
- (c) Members holding shares in dematerialized form and desirous to change or correct the bank account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code to the Depository Participant.
17. The Company has listed its shares on The Bombay Stock Exchange Limited & National Stock Exchange of India Limited.
18. All documents referred to in the notice 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. up to the date of the Annual General Meeting.
19. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is attached herewith.

20. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of Fifty Sixth Annual General Meeting of the Company.

Instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website i.e. <https://www.evotingindia.co.in>
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "HIND RECTIFIERS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a) For CDSL: Enter 16 digits beneficiary ID,
 - b) For NSDL: Enter 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.

Enter the Image Verification Code as displayed and click on Login.

- (v) If you are holding shares in Demat form and had logged on to <https://www.evotingindia.co.in> and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department

(Applicable for both Demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company / Depository Participant are requested to use the default number <HRLEV9999Z> in the PAN field.

DOB Enter the Date of Birth as recorded in your demat account or in the Company records for the said Demat account or folio in dd/mm/yyyy format.

Dividend Bank Details Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or folio (any one).

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <HIND RECTIFIERS LIMITED> on which you choose to vote.
- (xi) 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.

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- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
 - (xiii) 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.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvi) 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.
 - (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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. After receiving the login details they have to create 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. 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.
 - (xviii) The voting begins on 9th August, 2014 (9.30 a.m.) and ends on 11th August, 2014 (5.30 p.m.) During this period shareholders' of the Company holding shares either in physical form or in Demat form, as on the cut-off date (record date) of 8th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (xix) 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.co.in under help section or write an email to helpdesk.evoting@cDSLindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 8th August, 2014.
- III. A copy of this notice has been placed on the website of the Company i.e. www.hirect.com and the website of CDSL.
- IV. Shri Mahesh Soni, Practising Company Secretary (Certificate of Practice No. 2324) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.hirect.com and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.

Registered Office:
Lake Road, Bhandup (W),
Mumbai - 400 078.

Place: Mumbai
Dated: 28th May, 2014.

For and on behalf of the Board of Directors
For **Hind Rectifiers Limited**

S. K. Nevatia
Chairman & Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No. 6 & 7

The shareholders of the Company had by an Ordinary Resolution at the 53rd AGM of the Company held on 05.08.2011, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding ₹ 50 Crores for the business of the Company.

At the same AGM of the Company, the shareholders had accorded consent to the Board of Directors for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings.

However, Section 180(1) of the Companies Act, 2013, provides that the Board of Directors of the Company shall exercise the said powers only with the consent of the Company by a Special Resolution. Hence, the Special Resolution at Item No. 6 and 7 is intended for this purpose.

It may be noted that Directors and Key Managerial Personnel of the Company and their relatives who are members of the Company, may be deemed to be concerned or interested in this resolution only to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Item No. 8 to 11

Shri V. K. Bhartia, Shri D. R. Mehta, Shri Pradeep Goyal, and Shri Binod Kumar Patodia are Non Executive Independent Directors of the Company and have held the office for more than five years. Section 149 of the Companies Act, 2013 and clause 49 of the listing agreements stipulates the conditions for the appointment of Independent director by listed Company.

The Company has received notices in writing along with the requisite amount under the provisions of Section 160 of the Companies Act, 2013 from members proposing the candidature of each of Shri V. K. Bhartia, Shri D. R. Mehta, Shri Pradeep Goyal, and Shri Binod Kumar Patodia for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

It is proposed to appoint Shri V. K. Bhartia, Shri D. R. Mehta, Shri Pradeep Goyal, and Shri Binod Kumar Patodia as Independent Directors under section 149 of the Companies Act, 2013 to hold the office for five consecutive years commencing from the date of this AGM till 13th August, 2019.

The Company has received from each of them (i) consent in writing to act as a director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Shri V. K. Bhartia, Shri D. R. Mehta, Shri Pradeep Goyal, and Shri Binod Kumar Patodia the Independent Directors proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and are independent of the Management. A copy of the draft letter for appointment of each of them, as an Independent Directors setting out the terms and conditions is available for inspection without any fee by the member at the Company's registered office during normal business hours on any working day.

The resolution seeks the approval of the members for the appointment of Shri V. K. Bhartia, Shri D. R. Mehta, Shri Pradeep Goyal, and Shri Binod Kumar Patodia as an Independent Directors of the Company upto 13th August, 2019 pursuant to the Section 149 of the Companies act, 2013 and Rules made thereunder.

None of Directors or Key Managerial Personnel or their relatives except Shri V. K. Bhartia, Shri D. R. Mehta, Shri Pradeep Goyal, and Shri Binod Kumar Patodia to whom the resolution relates, are interested or concerned.

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Item No. 12

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee at its meeting held on 28th May, 2014, the Board has considered and approved appointment of M/s. N. Ritesh & Associates, Cost Accountants, for the conduct of the cost audit of the Company at a remuneration of ₹ 60,000/- plus service tax as applicable for the financial year ending 31st March, 2014.

The resolution at Item 12 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of section 148 of the Companies Act, 2013.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested financial or otherwise, in the resolution set out at Item No. 12.

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As required under the Listing Agreement, the particulars of Directors who are proposed to be appointed / re-appointed are as given below:

1. Name : Shri Pawan Kumar Golyan (DIN : 00356807)
Age : 57 years
No. of shares held in the Company : Nil
Brief Resume & Functional expertise : Shri Pawan Kumar Golyan, Commerce graduate (B.Com) from Kathmandu University and working with Golyan Group as a Director and having total experience of more than 30 years.

Outside Directorships : Nepal Merchant Banking & Finance Ltd.
Reliance Spinning Mills Ltd.
Air Nepal International.

Chairmanship / Membership of Board Committees : Dhanalaxmi Synthetics Ltd.
Nepal Ind. & Commercial Bank Ltd.
Nepal Life Insurance Co. Ltd.
2. Name : Shri Vijay Kumar Bhartia (DIN : 00019810)
Age : 73 years
No. of shares held in the Company : Nil
Brief Resume & Functional expertise : Shri Vijay Kumar Bhartia, a graduate from Mumbai University and was formerly holding a senior position with Raymond Ltd., and is presently associated with the same company as an Advisor and having total experience of more than 47 years.

Outside Directorships : Rainbow Weavers & Processors Pvt. Ltd.
Uniconnect Sim Pvt. Ltd.

Chairmanship / Membership of Board Committees : Nil
3. Name : Shri D. R. Mehta (DIN : 00337951)
Age : 79 Years
No. of shares held in the Company : 430
Brief Resume & Functional expertise : Shri D. R. Mehta, M.B.A. from Wharton School of Finance, University of Pennsylvania, Philadelphia, USA, has a varied background of more than 42 years experience in overseeing Corporate departments and functions at top Management with a total experience of 57 years.

Outside Directorships : Vivan Investments Pvt. Ltd.
Chairmanship / Membership of Board Committees : Nil

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4. Name : Shri Pradeep Vedprakash Goyal (DIN : 00008370)
Age : 59 years
No. of shares held in the Company : Nil
Brief Resume & Functional expertise : Shri Pradeep Vedprakash Goyal a Masters Engineering Graduate from MIT, USA and working with Pradeep Metals Ltd. as a Chairman & Managing Director and has got total experience of 35 years in different fields.
Outside Directorships : Pradeep Metals Ltd.
Uniphos Enterprises Ltd.
United Phosphorous Ltd.
Janakalyan Sahakari Bank Ltd.
S. V. Shah Construction Pvt. Ltd.
B. S. Metal Pvt. Ltd.
Chairmanship / Membership of Board Committees : Uniphos Enterprises Ltd.
United Phosphorus Ltd.
5. Name : Shri Binod Kumar Patodia (DIN : 00003516)
Age : 69 years
No. of shares held in the Company : Nil
Brief Resume & Functional expertise : Shri Binod Kumar Patodia an Engineering Graduate from BITS, Pilani and he is working with M/s. GTN Textiles Ltd., as a Vice Chairman & Managing Director and has got total experience of 43 years.
Outside Directorships : GTN Textiles Ltd.
GTN Enterprises Ltd.
Patspin India Ltd.
The India Thermit Corporation Ltd.
Patspin Apparels Pvt. Ltd.
Patodia Exports & Investments Pvt. Ltd.
Umang Finance Pvt. Ltd.
Beekaypee Credit Pvt. Ltd.
Chairmanship / Membership of Board Committees : Nil

Registered Office:
Lake Road, Bhandup (W)
Mumbai - 400 078

For and on behalf of the Board of Directors
For **Hind Rectifiers Limited**

Place: Mumbai
Dated: 28th May, 2014.

S. K. Nevatia
Chairman & Managing Director

HIND RECTIFIERS LIMITED

Registered Office : Lake Road, Bhandup (W), Mumbai 400 078
CIN: L28900MH1958PLC11077

ATTENDANCE SLIP

D.P. ID*	Client ID*
L.F. No.	No. of Shares held

I /We hereby record my / our presence at the FIFTY SIXTH ANNUAL GENERAL MEETING held at Kamalnayan Bajaj Hall & Art Gallery, Bajaj Bhavan, Ground Floor, Nariman Point, Mumbai - 400 021 (India) on Thursday, 14th August 2014 at 3.30 p.m.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Name of the Proxy holder _____ Signature of the Proxy holder _____

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

HIND RECTIFIERS LIMITED

Registered Office: Lake Road, Bhandup (W), Mumbai - 400 078
CIN : L28900MH1958PLC011077

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Member's Name	
Folio No. / Client ID	
DP ID	
Address	
E-Mail ID	

I/We, being member(s) of Hind Rectifiers Limited having _____ shares, hereby appoint :

- a) Name Address
E-Mail ID Signatureor failing him;
- b) Name Address
E-Mail ID Signatureor failing him;
- c) Name Address
E-Mail ID Signatureor failing him;

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the FIFTY SIXTH ANNUAL GENERAL MEETING of the Company to be held at 3.30 p.m. on Thursday, 14th August, 2014 and at any adjournment thereof in respect of such resolutions as are mentioned below:

Resolu- tion No.	Resolutions	Optional *	
		For	Against
1.	Consider and adopt the financial statement, Report of the Board of Directors and Auditors.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Shri Pawan Kumar Golyan, who retires by rotation.		
4.	Appointment of M/s. Khandwala & Shah, Chartered Accountants as Auditors and fixing their remuneration.		
5.	Appointment of M/s. Daga & Chaturmutha, Chartered Accountants as Branch Auditors for Nashik Plant and M/s. R. Gupta & Associates, Chartered Accountants, Branch Auditors for Dehradun Plants and fixing their remuneration.		
6.	Special resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing monies upto ₹ 50 crore over and above the aggregate of the paid-up share capital and free reserves of the Company.		
7.	Special resolution under section 180(1)(a) of the Companies Act, 2013 for creation of security.		
8.	Appointment of Shri V. K. Bhartia as Independent Director.		
9.	Appointment of Shri D. R. Mehta as Independent Director.		
10.	Appointment of Shri Pradeep Goyal as Independent Director.		
11.	Appointment of Shri Binod Patodia as Independent Director.		
12.	Approval of remuneration of the Cost Auditor.		

Signed this day of 2014

Signature of the shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamp

- Note:**
- 1) This form must be deposited at the registered office of the Company not later than 48 hours before the time of the meeting.
 - * 2) It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
 - 3) A proxy need not be a member.
 - 4) Please fill all details including details of member(s) in above box before submission.