

Ref.RIR/SEC/12709/2014

23<sup>rd</sup> September, 2014

The Bombay Stock Exchange Limited  
Corporate Relationship Department,  
1<sup>st</sup> Floor, Rotunda Building,  
P. J. Towers, Dalal Street,  
Mumbai-400001

**Scrip Code : 517035**

**Re: Submission of Voting results for 45<sup>th</sup> Annual General Meeting under Clause 35A of the Listing Agreement**

Dear Sir/Madam,

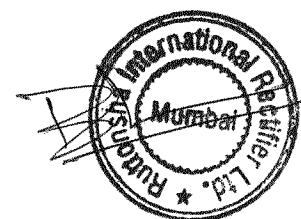
The 45<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Monday, 22<sup>nd</sup> September, 2014 at 11.30 a.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce Trust, 12 K. Dubhash Marg, Fort, Mumbai - 400001.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of the AGM through e-voting during the period commencing from Thursday, 11<sup>th</sup> September, 2014 at 10.00 a.m. to 13<sup>th</sup> September, 2014 at 6.00 p.m.

All the resolutions contained in the Notice of the AGM were passed unanimously by the shareholders, accordingly all resolutions are declared to be passed on 22<sup>nd</sup> September, 2014 which is the date of the AGM. The Report submitted by the Scrutinizer - Mr. Udai Parmar, Proprietor of M/s. U. S. Parmar & Co., Chartered Accountants, Mumbai on e-voting is enclosed with the copy of Voting results.

Please find below the details pursuant to Clause 35A of the Listing Agreement :

<b>Date of AGM :</b>	22 <sup>nd</sup> September, 2014
<b>Total Number of Shareholders on record date :</b>	3817
<b>No. of Shareholders present in the meeting either in person or proxy :</b>	Promoter and Promoter Group :1
	Public : 14
<b>No. of Shareholders attended the meeting through Video Conferencing :</b>	Not arranged



**Details of Agenda :** The below mentioned agenda items were passed through Ordinary Resolution.

**Mode of Voting : (E-voting)**

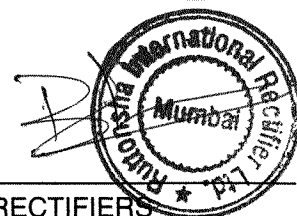
Resolution 1 : Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2014.							
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5087958	5087958	100.00	5087958	0	100.00	0.00
Public Institutional holders	1400	0	0.00	0	0	0.00	0.00
Public - Others	1867882	117010	6.26	117010	0	100.00	0.00
<b>Total</b>	<b>6957240</b>	<b>5204968</b>	<b>74.81</b>	<b>5204968</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

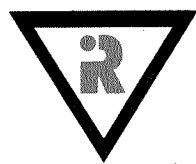
**Mode of Voting : (E-voting)**

Resolution 2 : Re-appointment of Mrs. Bhavna H. Mehta as a Director, who retires by rotation and being eligible, offers herself for re-appointment.							
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5087958	0	0.00	0	0	0.00	0.00
Public Institutional holders	1400	0	0.00	0	0	0.00	0.00
Public - Others	1867882	117010	6.26	117010	0	100.00	0.00
<b>Total</b>	<b>6957240</b>	<b>117010</b>	<b>1.68</b>	<b>117010</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Mode of Voting : (E-voting)**

Resolution 3 : Re-appointment of M/s Ajay Shobha & Co., Chartered Accountants as Statutory Auditors of the Company.							
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5087958	5087958	100.00	5087958	0	100.00	0.00
Public Institutional holders	1400	0	0.00	0	0	0.00	0.00
Public - Others	1867882	117010	6.26	117010	0	100.00	0.00
<b>Total</b>	<b>6957240</b>	<b>5204968</b>	<b>74.81</b>	<b>5204968</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



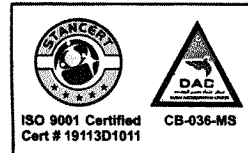
**RUTTONSHA**

# RUTTONSHA

## INTERNATIONAL RECTIFIER LIMITED

**REGD. / CORPORATE OFFICE :** 139/141, Solaris 1, B-Wing, 1st Floor, Saki Vihar Road, Powai, Andheri (East), Mumbai - 400 072. Maharashtra • Tel. : +91-22 28471956, 57, 58 • Fax : +91-22 28471959  
E-mail : rirbom@ruttonsha.com • Website: www.ruttonsha.com • CIN : L31109MH1969PLC014322

**FACTORY :** 338, International House, Baska, Halol, Dist. Panchmahals, Pin - 389 350. Gujarat (India)  
Tel. : +91-2676 247185 / 247094 • Fax : +91-2676 247035 • E-mail : rirbsk@ruttonsha.com



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### Mode of Voting : (E-voting)

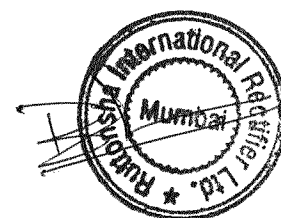
Resolution 4 : Appointment of Mr. Kisan R. Choksey as an Independent Director.							
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5087958	5087958	100.00	5087958	0	100.00	0.00
Public Institutional holders	1400	0	0.00	0	0	0.00	0.00
Public - Others	1867882	117010	6.26	117010	0	100.00	0.00
<b>Total</b>	<b>6957240</b>	<b>5204968</b>	<b>74.81</b>	<b>5204968</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

### Mode of Voting : (E-voting)

Resolution 5 : Appointment of Mr. Pravin G. Shah as an Independent Director.							
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5087958	5087958	100.00	5087958	0	100.00	0.00
Public Institutional holders	1400	0	0.00	0	0	0.00	0.00
Public - Others	1867882	117010	6.26	117010	0	100.00	0.00
<b>Total</b>	<b>6957240</b>	<b>5204968</b>	<b>74.81</b>	<b>5204968</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

### Mode of Voting : (E-voting)

Resolution 6 : Appointment of Mr. Venkitaraman Iyer as an Independent Director.							
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5087958	5087958	100.00	5087958	0	100.00	0.00
Public Institutional holders	1400	0	0.00	0	0	0.00	0.00
Public - Others	1867882	117010	6.26	117010	0	100.00	0.00
<b>Total</b>	<b>6957240</b>	<b>5204968</b>	<b>74.81</b>	<b>5204968</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



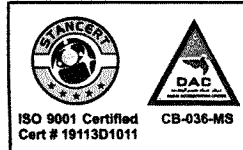
**RUTTONSHA**

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## INTERNATIONAL RECTIFIER LIMITED

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The below mentioned agenda item was passed through Special Resolution.

### Mode of Voting : (E-voting)

Resolution 7 : Extension of period of redemption of 40,50,000 2% Redemption Optionally Convertible Cumulative Preference Shares by a period of ten years.							
Promoter/Public	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	5087958	0	0.00	0	0	0.00	0.00
Public Institutional holders	1400	0	0.00	0	0	0.00	0.00
Public - Others	1867882	117010	6.26	117010	0	100.00	0.00
<b>Total</b>	<b>6957240</b>	<b>117010</b>	<b>1.68</b>	<b>117010</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

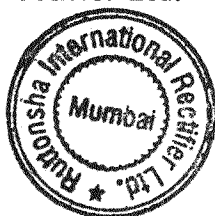
This is for your information and records pursuant to Clause 35A of the Listing Agreement.

Please find the same in order and acknowledge the receipt for the same.

Thanking you.

Yours faithfully,  
For Ruttonsha International Rectifier Ltd.

Bhavin P Rambhia  
Company Secretary



Encl : Scrutinizer's Report

# U. S. PARMAR & CO.

CHARTERED ACCOUNTANTS

Proprietor  
UDAI S. PARMAR  
B.Sc. F.C.A

730, 8<sup>th</sup> Floor, Ecstasy Bldg.,  
Citi of Joy, JSD Road,  
Mulund (West),  
Mumbai – 400 080  
Phone : 21675645

## SCRUTINIZER's REPORT

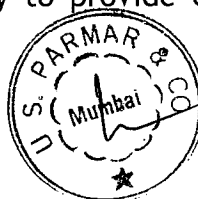
[Pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Ruttonsha International Rectifier Ltd.  
139/141, Solaris 1, B-wing, 1<sup>st</sup> Floor,  
Saki Vihar Road, Powai, Andheri (East)  
Mumbai - 400072

Dear Sir,

I, Mr. Udai S. Parmar, Practising Chartered Accountant and proprietor of M/s. U.S. Parmar, Chartered Accountants, have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority in respect of the resolutions as set out in the Notice of the 45<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of Ruttonsha International Rectifier Ltd. In respect of the e-voting process conducted under my supervision, I hereby report that :

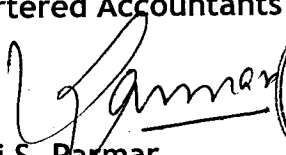
1. The notice dated 6<sup>th</sup> August, 2014 convening the 45<sup>th</sup> Annual General Meeting of the Company alongwith statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on Monday 22<sup>nd</sup> September, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to voting through electronic means on the resolutions contained in the Notice to the 45<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below and "invalid" votes, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorised agency to provide e-voting facilities, engaged by the Company.

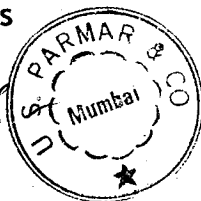


3. Further to the above, I submit my report as under :-

- i) The e-voting period remained open from Thursday 11<sup>th</sup> September, 2014 (10.00 a.m.) to Saturday 13<sup>th</sup> September, 2014 (6.00 p.m.)
- ii) The members of the Company as on the "cut-off" date i.e. Friday 22<sup>nd</sup> August, 2014 were entitled to vote on the resolutions as set out in the notice convening 45<sup>th</sup> Annual General Meeting (AGM) of the Company.
- iii) The votes cast were unblocked on Monday 15<sup>th</sup> September, 2014 in presence of 2 witnesses, Mr. Ramesh Kumar Kurmi and Mr. Gaurav Kothari who are not in the employment of the Company.
- iv) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL) i.e. <https://www.evotingindia.com> and based on such reports generated, the results of e-voting is annexed hereto.

Thanking you,  
Yours faithfully,  
For U.S. Parmar & Co.  
Chartered Accountants

  
Uday S. Parmar  
Proprietor  
Memb No 036540  
Place : Mumbai  
Date : 15/09/2014

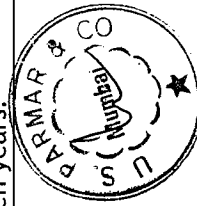


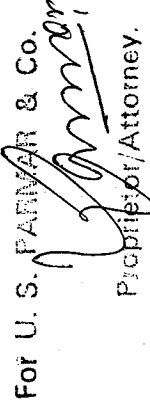
Encl : Results of E-voting

# Ruttonsha International Rectifier Ltd.

## Results of E-voting

Resolution Serial No.	Resolution Description	No. of Shareholders voting on resolution	No. of shares for which voted		% of Total Valid Votes	
			In favour	Against	In favour	Against
1.	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2014.	17	5204968	0	100	0
2.	Re-appointment of Mrs. Bhavna H. Mehta as a Director, who retires by rotation and being eligible, offers herself for re-appointment.	10	117010	0	100	0
3.	Re-appointment of M/s Ajay Shobha & Co., Chartered Accountants as Statutory Auditors of the Company.	17	5204968	0	100	0
4.	Appointment of Mr. Kisan R. Choksey as an Independent Director.	17	5204968	0	100	0
5.	Appointment of Mr. Pravin G. Shah as an Independent Director.	17	5204968	0	100	0
6.	Appointment of Mr. Venkitaraman Iyer as an Independent Director.	17	5204968	0	100	0
7.	Extension of period of redemption of 40,50,000 2% Redemption Optionally Convertible Cumulative Preference Shares by a period of ten years.	10	117010	0	100	0



For U. S. PARMAR & Co.  
  
 Proprietor/Attorney.