

NIBL/BSE/NSE/2021-22

Date: 12<sup>th</sup> March, 2022**BSE Limited****Listing Department**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.  
Maharashtra, India.  
Scrip Code: 535458

**National Stock Exchange of India Limited****Listing Department**

Exchange Plaza, 5th Floor, Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.  
Maharashtra, India  
Symbol: NIBL

Dear Sir/ Madam,

**Sub: Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)] – Results of Postal Ballot (E-voting) along with Scrutinizer's Report**

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company had conducted the process of Postal Ballot for seeking approval of the shareholders for the resolutions as set out in the Postal Ballot Notice dated 4<sup>th</sup> February, 2022.

In compliance with the requirements of the Act and Regulation 44 of SEBI (LODR) Regulations, 2015, the Board of Directors has appointed CDSL to provide remote e-voting facility to its members in respect of the resolutions proposed to be passed by way of postal ballot.

The Board of Directors have appointed Mr. Sanjog Naravankar of SVN & Associates, Practicing Company Secretaries (Membership no. A37746) as the scrutinizer for scrutinizing the votes casted through remote e-voting in a fair and transparent manner. The voting period began on Thursday, 10<sup>th</sup> February, 2022 at 9.00 am and ended on Friday, 11<sup>th</sup> March, 2022 at 5.00 pm.

Further pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the results of the voting of Postal Ballot (e-voting). We are also enclosing Scrutinizer's Report dated 12<sup>th</sup> March, 2022 for your record.

**N R B I N D U S T R I A L B E A R I N G S L T D .**

REGD. OFFICE : 2ND FLOOR, DHANNUR, 15, SIR P.M. ROAD, FORT, MUMBAI - 400 001. MAHARASHTRA, INDIA.

TEL.: 9122 - 2270 4206 FAX : 9122 - 2270 4207

WEBSITE : <http://www.nrbindustrialbearings.com>

GSTIN : 27AADCN5657L1ZY

CIN : L29253MH2011PLC213963

The Scrutinizer's report dated 12<sup>th</sup> March, 2022 states as below :

1. The resolution relating to increase the Authorized Capital of the Company and amend the Memorandum of Association of the Company has not been passed with requisite majority.
2. The resolution relating to approve material related party transaction with Mr. Devesh Singh Sahney, Managing Director has been passed with requisite majority.

The said Postal Ballot Result is being displayed at the registered office of the Company. The said result will also be uploaded on the website of the Company [www.nrbindustrialbearings.com](http://www.nrbindustrialbearings.com) and on the website of Central Depository Services (India) Limited viz. [www.evotingindia.com](http://www.evotingindia.com).

You are requested to take the same on record.

Yours faithfully,

Thanking you,

For **NRB Industrial Bearings Limited**

SUSHA  
MA  
CHETAN  
KADAM

Digitally signed  
by SUSHAMA  
CHETAN KADAM  
Date: 2022.03.12  
14:25:44 +05'30'

**Sushama Kadam**

**Company Secretary & Compliance Officer**

Encl. as above

**N R B I N D U S T R I A L B E A R I N G S L T D .**

REGD. OFFICE : 2ND FLOOR, DHANNUR, 15, SIR P.M. ROAD, FORT, MUMBAI - 400 001. MAHARASHTRA, INDIA.

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# SVN & ASSOCIATES

Practicing Company Secretaries

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Add: Room No.202, C-Wing, Bahar CHS, Sector No-3, Vasant Nagari, Vasai East,  
Thane-401208. E-mail id:sanjog579@gmail.com, Mob. No. 8691857227.

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## Scrutinizer's Report on Postal Ballot e-voting

(Pursuant to Section 108 of the Companies Act, 2013  
and Rule 20(4)(xii) of the Companies (Management and  
Administration) Rules, 2014)

To,  
The Chairman  
**NRB Industrial Bearings Limited**  
15, Dhannur, Sir P. M. Road, Fort  
Mumbai-400 001.

Dear Sir,

1. The Board of Directors of **NRB Industrial Bearings Limited** (hereinafter referred to as the "Company") has appointed Mr. Sanjog Naravankar, Practicing Company Secretary (ACS No. 37746) of M/s. SVN & Associates, Company Secretaries, as the Scrutinizer by way of Resolution passed at Board meeting held on 4<sup>th</sup> February, 2022 for the purpose of conducting postal ballot e-voting pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification, amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and other applicable provisions, if any and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for following resolution as mentioned in the Postal Ballot Notice dated 4<sup>th</sup> February, 2022.

**Item No. 1: To increase the Authorized Capital of the Company and amend the Memorandum of Association of the Company.**

**Item No. 2: To approve material related party transaction with Mr. Devesh Singh Sahney, Managing Director.**

2. I submit my report as under:

In view of the current extraordinary circumstances, due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation and in accordance with General Circular No. 14/2020 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 Ministry of Corporate Affairs, Government of India (hereinafter referred to as “the MCA Circulars”), the Company has sent the Postal Ballot Notice in electronic form only and expressed its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members took place through the remote e-voting system only.

2.2 On 7<sup>th</sup> February, 2022, the Company has completed the dispatch of Postal Ballot Notice electronically to those shareholders who have registered email id with their depositories and whose names appear on the Register of Members/records of Depositories as at the close of business hours on Friday, 4<sup>th</sup> February, 2022 i.e. the cut-off date.

2.3. The Company engaged **Central Depository Services (India) Limited (“CDSL”)** for facilitating voting to enable the members to cast their votes electronically (hereinafter referred to as the “Remote e-voting”). The e-voting commenced on Thursday, 10<sup>th</sup> February, 2022 at 9.00 A.M. (IST) and ended on Friday, 11<sup>th</sup> March, 2022 at 5.00 P.M. (IST). The votes received electronically from the Shareholders till Friday, 11<sup>th</sup> March, 2022 up to 5:00 PM (IST), being the last date and time fixed by the Company for postal ballot were considered for my scrutiny.

2.4 Particulars of all electronic votes received from the Members have been entered in an electronic register separately maintained for the purpose.

2.5 Total 98 Shareholders have voted during this postal ballot event through e-voting.

## SVN & ASSOCIATES

2.6 The votes cast under e-voting were unblocked at Mumbai on Friday, 11<sup>th</sup> March, 2022 by Sanjog Naravankar, Scrutinizer and at the time of unblocking, none was present because of Covid-19. Sanjog Naravankar is not the employee of the Company.

2.7 The Postal Ballot electronic votes were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on Friday, 4<sup>th</sup> February, 2022, (Cut-off date) provided by Universal Capital Securities Private Limited, Registrar and Share Transfer Agent of the Company.

2.8 The soft copy of list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared Invalid/Abstain/Less Voted for resolution are shared with the Company vide email dated 12<sup>th</sup> March, 2022.

### 3. Special Business:

#### **SPECIAL RESOLUTION-1: TO INCREASE THE AUTHORIZED CAPITAL OF THE COMPANY AND AMEND THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

(i) Voted in **favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 94                      | 21,18,763                    | 45.08                                 |

(ii) Voted in **against** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 4                       | 25,80,730                    | 54.92                                 |

**(iii) Invalid votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0                                                         | 0                                  |

**SPECIAL RESOLUTION -2: TO APPROVE MATERIAL RELATED PARTY TRANSACTION WITH MR. DEVESH SINGH SAHNEY, MANAGING DIRECTOR:**

**(i) Voted in favour of the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 82                      | 91,119                       | 92.85                                 |

**(ii) Voted in against of the resolution:**

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 9                       | 7,022                        | 7.15                                  |

**(iii) Invalid votes:**

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------|------------------------------------|
| 0                                                         | 0                                  |

*\* Note: Total 94 members voted for this resolution out of which 3 members voted in against of the resolution but due to related party, we did not count 3 members vote in the against of resolution.*

4. On the basis of the aforesaid results, I report that:

*\* 1<sup>st</sup> Resolution as contained in the Postal Ballot Notice dated 4<sup>th</sup> February, 2022 has not passed with requisite majority.*

*\* 2<sup>nd</sup> Resolution as contained in the Postal Ballot Notice dated 4<sup>th</sup> February, 2022 have been passed with requisite majority.*

## SVN & ASSOCIATES

5. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

**For SVN & Associates  
Company Secretaries**

SANJOG  
VITTHAL  
NARAVANKAR

Digitally signed by  
SANJOG VITTHAL  
NARAVANKAR  
Date: 2022.03.12  
12:51:46 +05'30'

**Sanjog Naravankar  
Proprietor  
ACS: A37746, CP: 14125.  
UDIN: A037746C002896250  
Date: 12<sup>th</sup> March, 2022  
Place: Mumbai**

**For NRB Industrial Bearings Limited**

SUSHAM  
A  
CHETAN  
KADAM

Digitally signed  
by SUSHAMA  
CHETAN KADAM  
Date: 2022.03.12  
14:27:26 +05'30'

**Sushama Kadam  
Company Secretary  
(ACS: 29462)**

## VOTING RESULTS

| General information about company                                                           |                                 |
|---------------------------------------------------------------------------------------------|---------------------------------|
| Scrip code                                                                                  | 535458                          |
| NSE Symbol                                                                                  | NIBL                            |
| MSEI Symbol                                                                                 | NOTLISTED                       |
| ISIN                                                                                        | INE047O01014                    |
| Name of the company                                                                         | NRB INDUSTRIAL BEARINGS LIMITED |
| Type of meeting                                                                             | Postal Ballot                   |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 11-03-2022                      |
| Start time of the meeting                                                                   |                                 |
| End time of the meeting                                                                     |                                 |

| Scrutinizer Details                       |                   |
|-------------------------------------------|-------------------|
| Name of the Scrutinizer                   | Sanjog Naravankar |
| Firms Name                                | SVN & Associates  |
| Qualification                             | CS                |
| Membership Number                         | A37746            |
| Date of Board Meeting in which appointed  | 04-02-2022        |
| Date of Issuance of Report to the company | 12-03-2022        |

| Voting results                                                                      |                      |
|-------------------------------------------------------------------------------------|----------------------|
| Record date                                                                         | 04-02-2022           |
| Total number of shareholders on record date                                         | 9201                 |
| <b>No. of shareholders present in the meeting either in person or through proxy</b> |                      |
| a) Promoters and Promoter group                                                     |                      |
| b) Public                                                                           |                      |
| <b>No. of shareholders attended the meeting through video conferencing</b>          |                      |
| a) Promoters and Promoter group                                                     |                      |
| b) Public                                                                           |                      |
| <b>No. of resolution passed in the meeting</b>                                      | <b>2</b>             |
| Disclosure of notes on voting results                                               | <div>Add Notes</div> |

| Resolution (1)                                                           |                               |                    |                     |                                                                                                          |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|----------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                                                                                  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                       |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | TO INCREASE THE AUTHORIZED CAPITAL OF THE COMPANY AND AMEND THE MEMORANDUM OF ASSOCIATION OF THE COMPANY |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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                                              | E-Voting                      | 17949738           | 4601352             | 25.6346                                                                                                  | 2020721                  | 2580631                | 43.9158                              | 56.0842                            |
|                                                                          | Poll                          |                    |                     |                                                                                                          |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                          |                          |                        |                                      |                                    |
|                                                                          | Total                         | 17949738           | 4601352             | 25.6346                                                                                                  | 2020721                  | 2580631                | 43.9158                              | 56.0842                            |
| Public-Institutions                                                      | E-Voting                      | 1750               | 0                   | 0.0000                                                                                                   | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Poll                          |                    |                     |                                                                                                          |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                          |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1750               | 0                   | 0.0000                                                                                                   | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 6279162            | 98141               | 1.5630                                                                                                   | 98042                    | 99                     | 99.8991                              | 0.1009                             |
|                                                                          | Poll                          |                    |                     |                                                                                                          |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                                          |                          |                        |                                      |                                    |
|                                                                          | Total                         | 6279162            | 98141               | 1.5630                                                                                                   | 98042                    | 99                     | 99.8991                              | 0.1009                             |
| Total                                                                    |                               | 24230650           | 4699493             | 19.3948                                                                                                  | 2118763                  | 2580730                | 45.0849                              | 54.9151                            |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                          |                          |                        | No                                   |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                          |                          |                        | <div>Add Notes</div>                 |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |

| Resolution (2)                                                           |                               |                    |                     |                                                                                               |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                                                                       |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                           |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To approve material related party transaction with Mr. Devesh Singh Sahney, Managing Director |                          |                        |                                      |                                    |
| Category                                                                 | Mode of voting                | 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                                              | E-Voting                      | 17949738           | 0                   | 0.0000                                                                                        | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Poll                          |                    |                     |                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Total                         | 17949738           | 0                   | 0.0000                                                                                        | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Institutions                                                     | E-Voting                      | 1750               | 0                   | 0.0000                                                                                        | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Poll                          |                    |                     |                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Total                         | 1750               | 0                   | 0.0000                                                                                        | 0                        | 0                      | 0.0000                               | 0.0000                             |
| Public- Non Institutions                                                 | E-Voting                      | 6279162            | 98141               | 1.5630                                                                                        | 91119                    | 7022                   | 92.8450                              | 7.1550                             |
|                                                                          | Poll                          |                    |                     |                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Postal Ballot (if applicable) |                    |                     |                                                                                               |                          |                        |                                      |                                    |
|                                                                          | Total                         | 6279162            | 98141               | 1.5630                                                                                        | 91119                    | 7022                   | 92.8450                              | 7.1550                             |
| Total                                                                    |                               | 24230650           | 98141               | 0.4050                                                                                        | 91119                    | 7022                   | 92.8450                              | 7.1550                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                               |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                               |                          |                        | <div>Add Notes</div>                 |                                    |

\* this fields are optional

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Insitutions          | 0            |
| Public - Non Insitutions    | 0            |

**For NRB Industrial Bearings Limited**

SUSHAMA  
CHETAN  
KADAM

Digitally signed by  
SUSHAMA  
CHETAN KADAM  
Date: 2022.03.12  
14:31:07 +05'30'

**Sushama Kadam**  
**Company Secretary**