

NIBL/BSE/NSE/46/2019-20

29<sup>th</sup> November, 2019

National Stock Exchange Ltd.  
Listing Department  
Exchange Plaza, 5<sup>th</sup> Floor,  
G Block, Bandra-Kurla Complex  
Bandra (East), Mumbai-400051  
Fax No.:022-26598237/38

BSE Limited  
Listing Department  
Sir P.J. Tower, Dalal Street,  
Mumbai-400001  
Fax No. 022-22723121/3719/2037

Ref. : BSE Scrip Code: 535458; NSE Symbol: NIBL

Sub: Result of Postal Ballot Process and E-Voting - Section 110 of Companies Act, 2013 read with Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

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.

Further pursuant to Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting the results of the voting by Postal Ballot (including e voting). We are also enclosing Scrutinizer's Report dated 29<sup>th</sup> November, 2019 for your record.

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 Limited- [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

This is for your information and records.

Thanking You,

Yours faithfully,

For NRB Industrial Bearings Limited

  
Ratika Gandhi  
Company Secretary  
ACS No: 29732



**NRB INDUSTRIAL BEARINGS LTD.**

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

| A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44 (3) OF SEBI LODR |                                                  |                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sr NO                                                                                               | PARTICULARS                                      | DETAILS                                                                                                                                                                                                                                                                                                                                                                                                |
| 1.                                                                                                  | Date of Notice of Postal Ballot.                 | October 07, 2019                                                                                                                                                                                                                                                                                                                                                                                       |
| 2.                                                                                                  | Total Number of Shareholders as on cut-off date. | 7,626 as on the cut-off date i.e. October 18, 2019.                                                                                                                                                                                                                                                                                                                                                    |
| 3.                                                                                                  | Special Resolution.                              | <ol style="list-style-type: none"><li>1. To approve the increase in Authorized Capital of the Company and amend the Memorandum of Association.</li><li>2. To approve the availing of the unsecured loan from Mr. Devesh Singh Sahney (Chairman and Managing Director) having an option for conversion of the loan into Cumulative Redeemable Non-Convertible Shares ("CRPS") of the Company.</li></ol> |
| 5.                                                                                                  | Mode of E-Voting.                                | Through physical postal ballot form and e-voting process.                                                                                                                                                                                                                                                                                                                                              |

*Syandhi.***NRB INDUSTRIAL BEARINGS LTD.**

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

| B) RESULTS OF THE MEETING |                                                                                                                                                                                                                                    |                     |                                                           |                                 |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------------------------------------------------|---------------------------------|
| Sr No.                    | Agenda                                                                                                                                                                                                                             | Resolution required | Mode of Voting                                            | Remarks                         |
| 1.                        | To approve the increase in Authorized Capital of the Company and amend the Memorandum of Association.                                                                                                                              | Special Resolution. | Through physical postal ballot form and e-voting process. | Passed with requisite majority. |
| 2.                        | To approve the availing of the unsecured loan from Mr. Devesh Singh Sahney (Chairman and Managing Director) having an option for conversion of the loan into Cumulative Redeemable Non-Convertible Shares ("CRPS") of the Company. | Special Resolution. | Through physical postal ballot form and e-voting process. | Passed with requisite majority. |

  
*Pranathi***NRB INDUSTRIAL BEARINGS LTD.**

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

| Resolution(1)                                                            |                               |                    |                     |                                                                                                       |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                                                                               |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                    |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To approve the increase in Authorized Capital of the Company and amend the Memorandum of Association. |                          |                        |                                      |                                    |
| 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                      | 17131434           | 2906674             | 16.9669                                                                                               | 2906674                  | 0                      | 100                                  | 0                                  |
|                                                                          | Poll                          |                    | 0                   | 0                                                                                                     | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0                                                                                                     | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Total                         | 17131434           | 2906674             | 16.9669                                                                                               | 2906674                  | 0                      | 100                                  | 0                                  |
| Public-Institutions                                                      | E-Voting                      | 1022636            | 1020686             | 99.8093                                                                                               | 1020686                  | 0                      | 100                                  | 0                                  |
|                                                                          | Poll                          |                    | 0                   | 0                                                                                                     | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0                                                                                                     | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Total                         | 1022636            | 1020686             | 99.8093                                                                                               | 1020686                  | 0                      | 100                                  | 0                                  |
| Public- Non Institutions                                                 | E-Voting                      | 6076580            | 337994              | 5.5622                                                                                                | 337993                   | 1                      | 99.9997                              | 0.0003                             |
|                                                                          | Poll                          |                    | 0                   | 0                                                                                                     | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 1239                | 0.0204                                                                                                | 1239                     | 0                      | 100                                  | 0                                  |
|                                                                          | Total                         | 6076580            | 339233              | 5.5826                                                                                                | 339232                   | 1                      | 99.9997                              | 0.0003                             |
| Total                                                                    |                               | 24230650           | 4266593             | 17.6082                                                                                               | 4266592                  | 1                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                       |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                       |                          |                        |                                      |                                    |



**NRB INDUSTRIAL BEARINGS LTD.**

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

| Resolution(2)                                                            |                               |                    |                     |                                                                                                                                                                                                                                 |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special                                                                                                                                                                                                                         |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Yes                                                                                                                                                                                                                             |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Approval for availing of the unsecured loan from Mr. Devesh Singh Sahney (Chairman and Managing Director) having an option for conversion of the loan into Cumulative Redeemable Non- Convertible Shares ("CRPS) 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                      | 17131434           | 2906674             | 16.9669                                                                                                                                                                                                                         | 2906674                  | 0                      | 100                                  | 0                                  |
|                                                                          | Poll                          |                    | 0                   | 0                                                                                                                                                                                                                               | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0                                                                                                                                                                                                                               | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Total                         | 17131434           | 2906674             | 16.9669                                                                                                                                                                                                                         | 2906674                  | 0                      | 100                                  | 0                                  |
| Public-Institutions                                                      | E-Voting                      | 1022636            | 1020686             | 99.8093                                                                                                                                                                                                                         | 1020686                  | 0                      | 100                                  | 0                                  |
|                                                                          | Poll                          |                    | 0                   | 0                                                                                                                                                                                                                               | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0                                                                                                                                                                                                                               | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Total                         | 1022636            | 1020686             | 99.8093                                                                                                                                                                                                                         | 1020686                  | 0                      | 100                                  | 0                                  |
| Public-Non Institutions                                                  | E-Voting                      | 6076580            | 337994              | 5.5622                                                                                                                                                                                                                          | 337993                   | 1                      | 99.9997                              | 0.0003                             |
|                                                                          | Poll                          |                    | 0                   | 0                                                                                                                                                                                                                               | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 1239                | 0.0204                                                                                                                                                                                                                          | 1239                     | 0                      | 100                                  | 0                                  |
|                                                                          | Total                         | 6076580            | 339233              | 5.5826                                                                                                                                                                                                                          | 339232                   | 1                      | 99.9997                              | 0.0003                             |
| Total                                                                    |                               | 24230650           | 4266593             | 17.6082                                                                                                                                                                                                                         | 4266592                  | 1                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |                                                                                                                                                                                                                                 |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                        |                               |                    |                     |                                                                                                                                                                                                                                 |                          |                        |                                      |                                    |



**NRB INDUSTRIAL BEARINGS LTD.**

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

# SVN & ASSOCIATES

## Practicing Company Secretaries

Deepstambh CHS, Plot No. 553, Room No. 28, Sector No. 5, Charkop, Kandivali (West), Mumbai - 400 067.  
Email: sanjog579@gmail.com | Mob.: +91 86918 57227 / +91 98210 97042 | Tel.: 022 2869 7262

29<sup>th</sup> November, 2019

The Company Secretary  
NRB Industrial Bearings Limited  
Dhannur, 2nd Floor, 15,  
Sir P.M. Road, Fort,  
Mumbai - 400 001

Dear Sir,

Sub: Report on passing of Special Resolution by Postal Ballot

I am appointed as a Scrutinizer by NRB Industrial Bearings Limited (hereinafter referred to as "the Company") for conducting the process of postal ballot in a fair and transparent manner for passing resolutions as per mentioned below to this report as contemplated under Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules').

The Company dispatched Ballot papers along with notice pursuant to Section 110 of the Act along with draft of Resolutions and explanatory statement as required under Section 102 of the Act to those members of the Company, whose names appeared in the Register of Members / records of Depositories CDSL/NSDL as on 18/10/2019.

The Company has appointed CDSL to conduct e-voting by the shareholders through their online e-voting system. Postal Ballot papers were also emailed to those Shareholders holding valid email-Ids. The mails were Password Protected as per STQC norms. Other than this, in respect of Shareholders, who have not provided their email-Ids and also Shareholders holding shares in physical form, passwords were sent physically for facilitating e-voting. The procedure for e-voting was fully covered in the communication to Shareholders.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby report as under:

- |    |                                                             |   |                        |
|----|-------------------------------------------------------------|---|------------------------|
| 1) | (a) Number of ballot paper posted on 30/10/2019(physical)   | : | 2165                   |
|    | (b) Number of ballot papers e-mailed on 30/10/2019          | : | 5461                   |
| 2) | Date of commencement of voting cycle                        | : | 31/10/2019 (9:00 a.m.) |
| 3) | Last date fixed for receiving ballot papers, duly completed | : | 29/11/2019 (5:00 p.m.) |
| 4) | Last date fixed for voting through e-voting                 | : | 29/11/2019 (5:00 p.m.) |



*Sanjog*

|     |                                                              |   |                            |
|-----|--------------------------------------------------------------|---|----------------------------|
| 5)  | (a) Number of response received (Physical)                   | : | 26                         |
|     | (b) Number of response received (e-voting)                   | : | 45                         |
|     | <b>Total</b>                                                 | : | <b>71</b>                  |
| 6)  | (a) Number of valid ballot papers received (Physical)        | : | 19                         |
| 7)  | (a) Number of invalid ballot papers received (physical)      | : | 7                          |
|     | (b) Number of invalid e-voting                               | : | 538                        |
| 8)  | <b>Resolution 1 (Special Resolution):</b>                    |   |                            |
|     | (a) Number of votes cast "For the Resolution (physical)"     | : | 1,239 (19 Ballots)         |
|     | (b) Number of votes cast "For the Resolution (e-voting)"     | : | 42,65,353 (44 cases)       |
|     | <b>Total Number of votes cast for the Resolution</b>         | : | <b>42,66,592 (100.00%)</b> |
|     | (a) Number of votes cast "Against the Resolution (physical)" | : | 0 (0 Ballots)              |
|     | (b) Number of votes cast "Against the Resolution (e-voting)" | : | 1 (1 Case)                 |
|     | <b>Total Number of votes cast against the Resolution</b>     | : | <b>1 (Negligible)</b>      |
| 9)  | <b>Resolution 2 (Special Resolution):</b>                    |   |                            |
|     | (a) Number of votes cast "For the Resolution (physical)"     | : | 1,239 (19 Ballots)         |
|     | (b) Number of votes cast "For the Resolution (e-voting)"     | : | 42,65,353 (44 cases)       |
|     | <b>Total Number of votes cast for the Resolution</b>         | : | <b>42,66,592 (100.00%)</b> |
|     | (a) Number of votes cast "Against the Resolution (physical)" | : | 0 (0 Ballots)              |
|     | (b) Number of votes cast "Against the Resolution (e-voting)" | : | 1 (1 Case)                 |
|     | <b>Total Number of votes cast against the Resolution</b>     | : | <b>1 (Negligible)</b>      |
| 10) | Number of invalid votes                                      | : | 538 (7 Ballots)            |

Ballot forms received after the prescribed last date were not considered.

A summarized statement showing the details of votes cast is annexed as **Annexure-1** and forms part of this report.



*Reyandhi*

## Details of Voting in terms of SEBI Circulars

The Result of the e-voting is given below:

| Sr. No. | Particulars of Resolution                                                                                                                                                                                                     | Type of Resolution | Votes in Favour (In Numbers) | Votes in Favour (In %) | Votes casted Against (In Numbers) | Votes casted Against (In %) |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------------------|------------------------|-----------------------------------|-----------------------------|
| 1       | To approve the increase in Authorized Capital of the Company and amend the Memorandum of Association                                                                                                                          | Special            | 42,65,353                    | 100                    | 1                                 | 0                           |
| 2       | To approve availing of the unsecured loan from Mr. Devesh Singh Sahney (Chairman and Managing Director) having an option for conversion of the loan into Cumulative Redeemable Non- Convertible Shares ("CRPS) of the Company | Special            | 42,65,353                    | 100                    | 1                                 | 0                           |

The Result of the Physical Postal Ballot process is given below:

| Sr. No. | Particulars of Resolution                                                                                                                                                                                                     | Type of Resolution | Votes in Favour (In Numbers) | Votes in Favour (In %) | Votes casted Against (In Numbers) | Votes casted Against (In %) |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------------------|------------------------|-----------------------------------|-----------------------------|
| 1       | To approve the increase in Authorized Capital of the Company and amend the Memorandum of Association                                                                                                                          | Special            | 1,239                        | 100                    | 0                                 | 0                           |
| 2       | To approve availing of the unsecured loan from Mr. Devesh Singh Sahney (Chairman and Managing Director) having an option for conversion of the loan into Cumulative Redeemable Non- Convertible Shares ("CRPS) of the Company | Special            | 1,239                        | 100                    | 0                                 | 0                           |

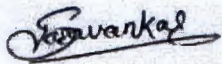


*Handwritten signature: R. Gandhi*

The Combined Result of e-voting & Postal Ballot process is given below:

| Sr. No. | Particulars of Resolution                                                                                                                                                                                                     | Type of Resolution | Votes in Favour (In Numbers) | Votes in Favour (In %) | Votes casted Against (In Numbers) | Votes casted Against (In %) |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------------------|------------------------|-----------------------------------|-----------------------------|
| 1       | To approve the increase in Authorized Capital of the Company and amend the Memorandum of Association                                                                                                                          | Special            | 42,66,592                    | 100                    | 1                                 | 0                           |
| 2       | To approve availing of the unsecured loan from Mr. Devesh Singh Sahney (Chairman and Managing Director) having an option for conversion of the loan into Cumulative Redeemable Non- Convertible Shares ("CRPS) of the Company | Special            | 42,66,592                    | 100                    | 1                                 | 0                           |

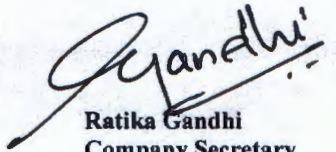
For SVN & Associates  
Company Secretaries



Sanjog Naravankar  
Proprietor  
ACS: A37746, CP: 14125.



For NRB Industrial Bearings Limited



Ratika Gandhi  
Company Secretary  
(ACS: 29732)



Date: November 29, 2019  
Place: Mumbai