

NIBL/BSE/NSE/18/2016-17

21<sup>st</sup> July, 2016

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. : Remote E-voting and poll results for the 5<sup>th</sup> Annual General Meeting held on July 19, 2016

Dear Sir / Madam,

Pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed herewith the remote e- voting and poll results along with Scrutinizer's Report for the 5<sup>th</sup> Annual General Meeting of the Company held on 19<sup>th</sup> July, 2016.

It may be noted that all the resolutions placed before the meeting as per the Notice of the Annual General Meeting were approved by the Members with requisite majority.

Kindly update same on record and do the needful.

Thanking you,

Yours truly,

For NRB Industrial Bearings Limited

  
Ratika Gandhi

Company Secretary



## Annexure I

## Voting Results

|                                                                                            |                 |
|--------------------------------------------------------------------------------------------|-----------------|
| Date of the AGM/EGM                                                                        | 19th July, 2016 |
| Total number of shareholders on record date                                                | 7598            |
| No. of shareholders present in the meeting either in person or through proxy:              | 73              |
| -Promoters and Promoter Group:                                                             | 3               |
| -Public:                                                                                   | 70              |
| No. of shareholders present in the meeting either in person or through Video Conferencing: | N.A             |
| -Promoters and Promoter Group:                                                             | N.A             |
| -Public:                                                                                   | N.A             |

| Resolution required: (Ordinary/ Special) <b>No: 1</b>  |                |                        |                         | Ordinary                                                    |                              |                            |                                                         |                                                       |
|--------------------------------------------------------|----------------|------------------------|-------------------------|-------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|-------------------------------------------------------|
| Whether promoter/ promoter group are interested in the |                |                        |                         | No                                                          |                              |                            |                                                         |                                                       |
| Category                                               | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)] *100 | % of Votes against on votes polled (7)=[(5)/(2)] *100 |
| Promoter and Promoter Group                            | E-Voting       | 14698217               | 14698217                | 100                                                         | 14698217                     | 0                          | 100                                                     | 0                                                     |
|                                                        | Poll           | 0                      | 0                       | 0                                                           | 0                            | 0                          | 0                                                       | 0                                                     |
|                                                        | Total          | 14698217               | 14698217                | 100                                                         | 14698217                     | 0                          | 100                                                     | 0                                                     |
| Public- Institutions                                   | E-Voting       | 0                      | 0                       | 0                                                           | 0                            | 0                          | 0                                                       | 0                                                     |
|                                                        | Poll           | 0                      | 0                       | 0                                                           | 0                            | 0                          | 0                                                       | 0                                                     |
|                                                        | Total          | 0                      | 0                       | 0                                                           | 0                            | 0                          | 0                                                       | 0                                                     |
| Public- Non Institutions                               | E-Voting       | 1625                   | 1625                    | 100                                                         | 1625                         | 0                          | 100                                                     | 0                                                     |
|                                                        | Poll           | 363118                 | 363118                  | 100                                                         | 363118                       | 0                          | 100                                                     | 0                                                     |
|                                                        | Total          | 364743                 | 364743                  | 100                                                         | 364743                       | 0                          | 100                                                     | 0                                                     |
| Total                                                  |                | 15062960               | 15062960                | 100                                                         | 15062960                     | 0                          | 100                                                     | 0                                                     |



| Resolution required: (Ordinary/ Special)                                               |                |                        | Ordinary                |                                                             |                              |                            |                                                          |                                                        |  |
|----------------------------------------------------------------------------------------|----------------|------------------------|-------------------------|-------------------------------------------------------------|------------------------------|----------------------------|----------------------------------------------------------|--------------------------------------------------------|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? <u>NO: 2</u> |                |                        | Yes                     |                                                             |                              |                            |                                                          |                                                        |  |
| Category                                                                               | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on polled votes (6)=[(4)/(2)] * 100 | % of Votes against on polled votes (7)=[(5)/(2)] * 100 |  |
| Promoter and Promoter                                                                  | E-Voting       | 14698217               | 14698217                | 100                                                         | 14698217                     | 0                          | 100                                                      | 0                                                      |  |
|                                                                                        | Poll           | 0                      | 0                       | 0                                                           | 0                            | 0                          | 0                                                        | 0                                                      |  |
|                                                                                        | Total          | 14698217               | 14698217                | 100                                                         | 14698217                     | 0                          | 100                                                      | 0                                                      |  |
| Public-Institution                                                                     | E-Voting       | 0                      | 0                       | 0                                                           | 0                            | 0                          | 0                                                        | 0                                                      |  |
|                                                                                        | Poll           | 0                      | 0                       | 0                                                           | 0                            | 0                          | 0                                                        | 0                                                      |  |
|                                                                                        | Total          | 0                      | 0                       | 0                                                           | 0                            | 0                          | 0                                                        | 0                                                      |  |
| Public-Non Institution                                                                 | E-Voting       | 1625                   | 1625                    | 100                                                         | 1550                         | 75                         | 100                                                      | 4.84                                                   |  |
|                                                                                        | Poll           | 363118                 | 363118                  | 100                                                         | 363118                       | -                          | 100                                                      | -                                                      |  |
|                                                                                        | Total          | 364743                 | 364743                  | 100                                                         | 364668                       | 75                         | 99.98                                                    | 0.02                                                   |  |
| Total                                                                                  |                | 15062960               | 15062960                | 100                                                         | 15062885                     | 75                         | 100 *                                                    | 0                                                      |  |



| Resolution required: (Ordinary/ Special)           |                | No. 3                  |                         |                                                            |                              |                            |                                                        |                                                      |
|----------------------------------------------------|----------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter/ promoter group are interested in |                | Ordinary               |                         |                                                            |                              |                            |                                                        |                                                      |
| Category                                           | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and                                       | E-Voting       | 14698217               | 14698217                | 100                                                        | 14698217                     | 0                          | 100                                                    | 0                                                    |
|                                                    | Poll           | 14698217               | 0                       | 0                                                          | 0                            | 0                          | 0                                                      | 0                                                    |
| Promoter                                           | Total          | 14698217               | 14698217                | 100                                                        | 14698217                     | 0                          | 100                                                    | 0                                                    |
| Public-Institution                                 | E-Voting       | 0                      | 0                       | 0                                                          | 0                            | 0                          | 0                                                      | 0                                                    |
|                                                    | Poll           | 0                      | 0                       | 0                                                          | 0                            | 0                          | 0                                                      | 0                                                    |
|                                                    | Total          | 0                      | 0                       | 0                                                          | 0                            | 0                          | 0                                                      | 0                                                    |
| Public-Non Institution                             | E-Voting       | 1625                   | 1625                    | 100                                                        | 1625                         | 0                          | 100                                                    | 0                                                    |
|                                                    | Poll           | 363118                 | 363118                  | 100                                                        | 363118                       | 0                          | 100                                                    | 0                                                    |
|                                                    | Total          | 364743                 | 364743                  | 100                                                        | 364743                       | 0                          | 100                                                    | 0                                                    |
| Total                                              |                | 15062960               | 15062960                | 100                                                        | 15062960                     | 0                          | 100                                                    | 0                                                    |

*S. Pradhi*



# UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057.  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

Shri T. S. Sahney,  
Chairman,  
NRB Industrial Bearings Ltd.  
2<sup>nd</sup> Floor, Dhannur Building,  
Sir P. M. Road,  
Fort,  
Mumbai-400001

Dear Sir,

**Sub: Combined Report on e-voting and voting by Poll conducted at the 5<sup>th</sup> Annual General Meeting of NRB Industrial Bearings Ltd.**

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and also the Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 5<sup>th</sup> Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 5<sup>th</sup> Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of poll.
- 3) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Poll at the 5<sup>th</sup> Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Poll carried out for the resolutions proposed to be passed at the 5<sup>th</sup> AGM of the Shareholders of the Company, held on Tuesday, the 19<sup>th</sup> July, 2016.
- 4) M/s. Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a scrutinizer for voting on Poll, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 5<sup>th</sup> AGM of the Company.



..2/-

- 6) Based on the reports generated from the e-voting system provided by the CDSL and also votes cast on poll, I submit the consolidated results of the e-voting and the Poll as under:

**Resolution No. 1:** Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet, Statement of Profit and Loss accounts and Cash Flow statement for the financial year ended March 31, 2016 and reports of the Board of Directors, Management and Auditors thereon.

|          | In favour of the Resolution |                   |                 | Against the Resolution |                   |                 | Not voted            |                      |
|----------|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
|          | No. of Ballot received      | No. of votes cast | % of votes cast | No. of Shareholder     | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| E-voting | 19                          | 1,46,99,842       | 100             | 0                      | 0                 | 0               | -                    | -                    |
| Poll     | 33                          | 3,63,118          | 100             | 0                      | 0                 | 0               | -                    | -                    |
| Combined | 52                          | 1,50,62,960       | 100             | 0                      | 0                 | 0               | -                    | -                    |

**Resolution No. 2:** Ordinary Resolution: To appoint a Director in place of Mr. Devesh Singh Sahney (DIN: 00003956) who retires by rotation and is eligible for re-appointment.

|          | In favour of the Resolution |                   |                 | Against the Resolution |                   |                 | Not Voted            |                      |
|----------|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
|          | No. of Ballot received      | No. of votes cast | % of votes cast | No. of Shareholder     | No. of votes cast | % of votes cast | No. of share-holders | No. of shares/ votes |
| E-voting | 18                          | 1,46,99,767       | 100             | 1                      | 75                | 0               | -                    | -                    |
| Poll     | 33                          | 3,63,118          | 100             | 0                      | 0                 | 0               | -                    | -                    |
| Combined | 51                          | 1,50,62,885       | 100             | 1                      | 75                | Negligible      | -                    | -                    |

**Resolution No. 3:** Ordinary Resolution: To re-appoint M/s. Deloitte Haskins and Sells as Statutory Auditors.

|          | In favour of the Resolution |                   |                 | Against the Resolution |                   |                 | Not Voted            |                      |
|----------|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|----------------------|
|          | No. of Ballot received      | No. of votes cast | % of votes cast | No. of Shareholder     | No. of votes cast | % of votes cast | No. of share-holders | No. of shares /votes |
| E-voting | 19                          | 1,46,99,842       | 100             | 0                      | 0                 | 0               | -                    | -                    |
| Poll     | 33                          | 3,63,118          | 100             | 0                      | 0                 | 0               | -                    | -                    |
| Combined | 52                          | 1,50,62,960       | 100             | 0                      | 0                 | 0               | -                    | -                    |

...3/



UPENDRA SHUKLA

: 3 :

- 7) Out of 36, 3 ballot papers were rejected on the basis of no signature on Ballot paper / non existence of Client name as reconciled with the records of Registrar and Transfer Agent.
- 8) A list of Equity Shareholders, who voted 'For', 'Against' through e-voting and those whose votes were declared invalid for each resolution and data of polling is kept ready for handing over to the Company Secretary.
- 9) Poll papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,

Yours faithfully,



  
(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654

Date: 20/07/2016  
Place: Mumbai

EVOTING REPORT - 19TH AGM - NRB INDUSTRIAL BEARING

| Memberid         | Member Name                 | Resolution Number |         | Values   |         | 1        |         | 2        |         | 3        |         | Total    |         |
|------------------|-----------------------------|-------------------|---------|----------|---------|----------|---------|----------|---------|----------|---------|----------|---------|
|                  |                             | In favor          | Against | In favor | Against | In favor | Against | In favor | Against | In favor | Against | In favor | Against |
| 1201060002374196 | DEEPIKA SAHNEY              | 373425            | 0       | 373425   | 0       | 373425   | 0       | 373425   | 0       | 373425   | 0       | 1120275  | 0       |
| 1201060002374202 | JASMINE SAHNEY PILLAI       | 376725            | 0       | 376725   | 0       | 376725   | 0       | 376725   | 0       | 376725   | 0       | 1130175  | 0       |
| 1201060002374519 | AMBITA SAHNEY               | 373175            | 0       | 373175   | 0       | 373175   | 0       | 373175   | 0       | 373175   | 0       | 1119525  | 0       |
| IN30018312797104 | RATNAKAR GURUNATH MEHENDALE | 9                 | 0       | 9        | 0       | 9        | 0       | 9        | 0       | 9        | 0       | 27       | 0       |
| IN30018312797112 | RATNAKAR GURUNATH MEHENDALE | 1                 | 0       | 1        | 0       | 1        | 0       | 1        | 0       | 1        | 0       | 3        | 0       |
| IN30039412172442 | BHUPINDER SINGH SAHNEY      | 284864            | 0       | 284864   | 0       | 284864   | 0       | 284864   | 0       | 284864   | 0       | 854592   | 0       |
| IN30039412172459 | BRIJWEEN KAUR SAHNEY        | 629850            | 0       | 629850   | 0       | 629850   | 0       | 629850   | 0       | 629850   | 0       | 1889550  | 0       |
| IN30047642735254 | BHASKAR GUPTA               | 125               | 0       | 125      | 0       | 125      | 0       | 125      | 0       | 125      | 0       | 375      | 0       |
| IN30048412318663 | MOHAN KRISHNAMURTHY         | 375               | 0       | 375      | 0       | 375      | 0       | 375      | 0       | 375      | 0       | 1125     | 0       |
| IN30177416046869 | SANTOSH AWADHNATH SINGH     | 25                | 0       | 25       | 0       | 25       | 0       | 25       | 0       | 25       | 0       | 75       | 0       |
| IN30179910029895 | TRILOCHAN SINGH SAHNEY      | 1783101           | 0       | 1783101  | 0       | 1783101  | 0       | 1783101  | 0       | 1783101  | 0       | 5349303  | 0       |
| IN30179910029900 | HANWANTBIR KAUR SAHNEY      | 97000             | 0       | 97000    | 0       | 97000    | 0       | 97000    | 0       | 97000    | 0       | 291000   | 0       |
| IN30179910079388 | DEVESH SINGH SAHNEY         | 967967            | 0       | 967967   | 0       | 967967   | 0       | 967967   | 0       | 967967   | 0       | 2903901  | 0       |
| IN30179910079771 | TRILOCHAN SANTISINGH SAHNEY | 9438910           | 0       | 9438910  | 0       | 9438910  | 0       | 9438910  | 0       | 9438910  | 0       | 28316730 | 0       |
| IN30260310017546 | SHOBHA SURESH SHENOY        | 5                 | 0       | 5        | 0       | 5        | 0       | 5        | 0       | 5        | 0       | 15       | 0       |
| IN30260310113233 | TRIVIKRAM S SHENOY          | 10                | 0       | 10       | 0       | 10       | 0       | 10       | 0       | 10       | 0       | 30       | 0       |
| IN30267932324012 | ABDUL SATHAR MOHAMED KUNHI  | 75                | 0       | 0        | 75      | 0        | 75      | 0        | 75      | 0        | 75      | 150      | 75      |
| IN30281411753422 | Sadhana Mehendale           | 1000              | 0       | 1000     | 0       | 1000     | 0       | 1000     | 0       | 1000     | 0       | 3000     | 0       |
| IN30286310173083 | ANJANA SAHNEY THAKKER       | 373200            | 0       | 373200   | 0       | 373200   | 0       | 373200   | 0       | 373200   | 0       | 1119600  | 0       |
| Grand Total      |                             | 14699842          | 0       | 14699767 | 75      | 14699842 | 0       | 44099451 | 75      |          |         |          |         |



POLLING REPORT - 19TH AGM - NRB INDUSTRIAL BEARINGS LIMITED

| SR_NO | NAME                                | ACTUAL HOLDING | FOLIO NO            | SHARES ON BALLOT FORM | VOTED IN FAVOR OF THE RESOLUTION | VOTED AGAINST THE RESOLUTION | REMARK                      | Rejection if any |
|-------|-------------------------------------|----------------|---------------------|-----------------------|----------------------------------|------------------------------|-----------------------------|------------------|
| 01    | ASHOK SHANKAR BHARNE                | 250            | IN30001110281703    | 250                   | 250                              |                              | 0 OK                        |                  |
| 02    | SAVITRI NANKANI                     | 100            | IN30047610114970    | 100                   | 100                              |                              | 0 OK                        |                  |
| 03    | HOMAYUN BERUZ POURDEHI              | 3              | IN30090710397958    | 3                     | 3                                |                              | 0 OK                        |                  |
| 04    | JOSEPH BENEDICT MARTINS             | 8              | IN30259000133302    | 8                     | 8                                |                              | 0 OK                        |                  |
| 05    | NARENDRA S TRIVEDI                  | 27             | IN30051310089129    | 27                    | 27                               |                              | 0 OK                        |                  |
| 06    | MICHAEL PHILIP JOHN BAPTIST MARTINS | 8              | IN302590001261386   | 8                     | 8                                |                              | 0 OK                        |                  |
| 07    | YUSUF YUNUS RANGWALA                | 25             | IN301010000232396   | 25                    | 25                               |                              | 0 OK                        |                  |
| 08    | BERUZ F POURDEHI                    | 10             | IN30090710508861    | 10                    | 10                               |                              | 0 OK                        |                  |
| 09    | MR VISHWANATH RAMCHANDRA BERDE      | 76             | IN30051313446410    | 76                    | 76                               |                              | 0 OK                        |                  |
| 10    | VINOD MOTILAL AGARWAL               | 3              | IN30311610678714    | 3                     | 3                                |                              | 0 OK                        |                  |
| 11    | KISHOR CHANDRAKANT VEREKAR          | 250            | IN30038610179742    | 250                   | 250                              |                              | 0 OK                        |                  |
| 12    | PRAKASH KISANLAL LODHA              | 240000         | IN30267930669198    | 240000                | 240000                           |                              | 0 OK                        |                  |
| 13    | SMITA BHARAT SHAH                   | 1              | IN302820000002514   | 1                     | 1                                |                              | 0 OK                        |                  |
| 14    | VIKAY M                             |                |                     | 10                    |                                  |                              | CLIENT NAME DOES NOT EXIST  | Rejected         |
| 15    | NILESH CHANDRAKANT PATIL            | 20             | IN30021419328178    | 20                    | 20                               |                              | 0 OK                        |                  |
| 16    | BHUSHAN M                           |                |                     | 10                    |                                  |                              | CLIENT NAME DOES NOT EXIST  | Rejected         |
| 17    | MONIKA BHATNAGAR                    |                |                     | 25                    |                                  |                              | NO SIGNATURE ON BALLOT FORM | Rejected         |
| 18    | DOLLY B. BILLIMORIA                 | 50             | IN301250000021135   | 50                    | 50                               |                              | 0 OK                        |                  |
| 19    | ASPI BAMANSHAW BHEGANIA             | 1              | IN3012500000017515  | 1                     | 1                                |                              | 0 OK                        |                  |
| 20    | BANWARILAL RAMSWAROOP BHANDARI      | 100            | IN3015121213420     | 100                   | 100                              |                              | 0 OK                        |                  |
| 21    | SIDDHARTH P SHAH                    | 1179           | IN30160411332757    | 1179                  | 1179                             |                              | 0 OK                        |                  |
| 22    | NAMRATA PRAKASH LODHA               | 120000         | IN30267931027316    | 120000                | 120000                           |                              | 0 OK                        |                  |
| 23    | MOHITE KALPESH YESHWANT             | 50             | IN3015127274262     | 50                    | 50                               |                              | 0 OK                        |                  |
| 24    | SANTOSH AWADHINATH SINGH            | 25             | IN30177416046869    | 25                    | 25                               |                              | 0 OK                        |                  |
| 25    | TUSHAR D.SODHA                      | 25             | IN30197510000014    | 25                    | 25                               |                              | 0 OK                        |                  |
| 26    | TRILOK KUMAR MANTRI                 | 10             | IN30154954182209    | 10                    | 10                               |                              | 0 OK                        |                  |
| 27    | VENEY ALOYSIUS MASCARENHAS          | 12             | IN301540000091872   | 12                    | 12                               |                              | 0 OK                        |                  |
| 28    | MANGALDAS HARILAL KHAMBIHATI        | 25             | IN30090710377937    | 25                    | 25                               |                              | 0 OK                        |                  |
| 29    | VIDYA MAYURESH TALEGAONKAR          | 55             | IN30051321566649    | 55                    | 55                               |                              | 0 OK                        |                  |
| 30    | NAYANA VISHNU RAWAL                 | 10             | IN301540000179369   | 10                    | 10                               |                              | 0 OK                        |                  |
| 31    | ANIKET MULEY                        | 100            | IN30160410174933    | 100                   | 100                              |                              | 0 OK                        |                  |
| 32    | ALOYSIUS PETER MASCARENHAS          | 25             | IN30018312002922    | 25                    | 25                               |                              | 0 OK                        |                  |
| 33    | CELESTINE ELIZABETH MASCARENHAS     | 600            | IN30120514000090218 | 600                   | 600                              |                              | 0 OK                        |                  |
| 34    | VISHNUKUNAR MOTILAL RAWAL           | 10             | IN30082911481703    | 10                    | 10                               |                              | 0 OK                        |                  |
| 35    | ROHAN VISHNU RAWAL                  | 10             | IN301540000240245   | 10                    | 10                               |                              | 0 OK                        |                  |
| 36    | ABHAY DAMLE                         | 50             | IN30021413579927    | 50                    | 50                               |                              | 0 OK                        |                  |



# UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057.  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

Shri T. S. Sahney,  
Chairman,  
NRB Industrial Bearings Ltd.  
2<sup>nd</sup> Floor, Dhannur Building,  
Sir P. M. Road,  
Fort,  
Mumbai-400001

Dear Sir,

**Sub: Report on e-voting conducted at the 5<sup>th</sup> Annual General Meeting of  
NRB Industrial Bearings Ltd.**

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and also the Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 5<sup>th</sup> Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting facility has been offered to the Shareholders. However, at the 5<sup>th</sup> Annual General Meeting, voting by means of poll/e-voting may also be allowed.
- 3) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process as also voting by means of Poll, if any, at the Annual General Meeting (AGM) and for ascertaining the requisite majority on e-voting as also on Poll, if carried out, for the below mentioned resolutions proposed to be passed at the 5<sup>th</sup> AGM of the Shareholders of the Company, to be held on Tuesday, the 19<sup>th</sup> July, 2016.
- 4) The Company had appointed the Central Depository Services Ltd. (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. The Service Provider had provided the system for recording the votes of the shareholders electronically through e-voting and had set up the facility on their website [www.evotingindia.com](http://www.evotingindia.com). M/s. Universal Capital Securities Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company.
- 5) My responsibility as a scrutinizer for the e-voting process and voting on Poll, if any, is restricted to make a Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolutions, based on the reports generated from the e-voting system provided by the CDSL and votes to be cast on poll.

..2/-



6) Based on the reports generated from the e-voting system provided by the CDSL, I submit my report on e-voting as under:

- a) The e-voting period remained opened from Saturday, the 16<sup>th</sup> July, 2016 at 09.00 a.m. IST and ended on Monday, the 18<sup>th</sup> July, 2015 at 5.00 p.m. IST.
- b) The members of the Company as on the 'cut-off' date i.e. 12<sup>th</sup> July, 2016 were entitled to vote on the resolutions as set-out in Item Nos. 1 to 3 of the Notice convening the 5<sup>th</sup> AGM of the Company.
- c) The votes cast electronically were unblocked in presence of the two witnesses, who were other than the employee of the Company, at 4.00 p.m. on Tuesday, 19<sup>th</sup> July, 2016. Thereafter, the details viz. a list of Equity Shareholders, who voted 'for' and 'against' each of the resolutions those were put to vote, were generated.

7) I submit the results as under (only on e-voting) :

**Resolution No. 1:** Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet, Statement of Profit and Loss accounts and Cash Flow statement for the financial year ended March 31, 2016 and reports of the Board of Directors, Management and Auditors thereon.

| In favour of the Resolution |                   |                 | Against the Resolution |                   |                 | Not voted            |               |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|---------------|
| No. of Shareholders         | No. of votes cast | % of votes cast | No. of Shareholder     | No. of votes cast | % of votes cast | No. of share-holders | No. of shares |
| 19                          | 1,46,99,842       | 100.00          | 0                      | 0                 | 0.00            | -                    | -             |

**Resolution No. 2:** Ordinary Resolution: To appoint a Director in place of Mr. Devesh Singh Sahney (DIN: 00003956) who retires by rotation and is eligible for re-appointment.

| In favour of the Resolution |                   |                 | Against the Resolution |                   |                 | Not Voted            |               |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|---------------|
| No. of Shareholders         | No. of votes cast | % of votes cast | No. of Shareholder     | No. of votes cast | % of votes cast | No. of share-holders | No. of shares |
| 18                          | 1,46,99,767       | 100.00          | 1                      | 75                | Negligible      | -                    | -             |



UPENDRA SHUKLA

: 3 :

**Resolution No. 3:** Ordinary Resolution: To re-appoint M/s. Deloitte Haskins and Sells as Statutory Auditors.

| In favour of the Resolution |                   |                 | Against the Resolution |                   |                 | Not Voted            |               |
|-----------------------------|-------------------|-----------------|------------------------|-------------------|-----------------|----------------------|---------------|
| No. of Shareholders         | No. of votes cast | % of votes cast | No. of Shareholder     | No. of votes cast | % of votes cast | No. of share-holders | No. of shares |
| 19                          | 1,46,99,842       | 100.00          | 0                      | 0                 | 0.00            | -                    | -             |

8) A list of equity shareholders, who voted 'For', 'Against' and whose votes were declared invalid for each resolution is enclosed.

Thanking you,



Yours faithfully,

(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654

Date: 20/07/2016  
Place: Mumbai

# UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057.  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

Shri T. S. Sahney,  
Chairman,  
NRB Industrial Bearings Ltd.  
2<sup>nd</sup> Floor, Dhannur Building ,  
Sir P. M. Road,  
Fort,  
Mumbai-400001.

Dear Sir,

**Sub: 5<sup>th</sup> Annual General Meeting of the Equity Shareholders of NRB Industrial Bearings Ltd. held on Tuesday, the 19<sup>th</sup> July, 2016 at M.C. Ghia Hall, K. Dubash Marg, Mumbai - 400 001.**

I, Upendra C. Shukla, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 5<sup>th</sup> Annual General Meeting of the Equity Shareholders of NRB Industrial Bearings Ltd., held on Tuesday, the 19<sup>th</sup> July, 2016 at M.C. Ghia Hall, K. Dubash Marg, Mumbai - 400 001, submit my report as under:

- 1) After the time fixed for closing of the poll by the Chairman, one Ballot Box kept for polling was locked and sealed in my presence with due identification marks placed by me.
- 2) The locked and sealed Ballot Box was subsequently opened in my presence and in presence of other two witnesses viz. Mr. Sunil Khade and Mr. Vipul Bhoy and poll papers were diligently scrutinized. There were 36 Ballot papers in the Box. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization /proxies lodged with the Company. Out of 36, 3 ballot papers were rejected on the basis of no signature on Ballot paper / non existence of Client name as reconciled with the records of Registrar and Transfer Agent.
- 3) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



..2/-

## 4) The result of the Poll is as under:

**Resolution No. 1:** Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet, Statement of Profit and Loss accounts and Cash Flow statement for the financial year ended March 31, 2016 and reports of the Board of Directors, Management and Auditors thereon.

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

| No. of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 33                                                        | 3,63,118                     | 100.00                                |

## (ii) Voted against the resolution:

| No. of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                         | 0                            | 0.00                                  |

## (iii) Invalid votes:

| Total No. of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--------------------------------------------------------------------------------|------------------------------------|
| 3                                                                              | 45                                 |

**Resolution No. 2:** Ordinary Resolution: To appoint a Director in place of Mr. Devesh Singh Sahney (DIN: 00003956) who retires by rotation and is eligible for re-appointment.

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

| No. of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 33                                                        | 3,63,118                     | 100.00                                |

## (ii) Voted against the resolution:

| No. of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                         | 0                            | 0.00                                  |

...3/-



## (iii) Invalid votes:

| Total No. of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--------------------------------------------------------------------------------|------------------------------------|
| 3                                                                              | 45                                 |

**Resolution No. 3:** Ordinary Resolution: To re-appoint M/s. Deloitte Haskins and Sells as Statutory Auditors.

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

| No. of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 33                                                        | 3,63,118                     | 100.00                                |

## (ii) Voted against the resolution:

| No. of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                         | 0                            | 0.00                                  |

## (iii) Invalid votes:

| Total No. of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|--------------------------------------------------------------------------------|------------------------------------|
| 3                                                                              | 45                                 |

- 5) A list of equity shareholders, who voted 'For', 'Against' and whose votes were declared invalid for each resolution is enclosed.
- 6) The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



  
(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654

Date: 20/07/2016  
Place: Mumbai