



NRC LIMITED

CIN-L17120MH1946PLC005227

Regd. Office

67, Surajmal Bldg., 75, Nakhoda Street,
Mumbai-400 003.

Tel.: (022) 2346 4458

Date: 30th December, 2016.

To,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

To,
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block, Bandra Kurla
Bandra (East), Mumbai – 400051

Ref: Ref: BSE Scrip Code-503780 and NSE Symbol – NRC

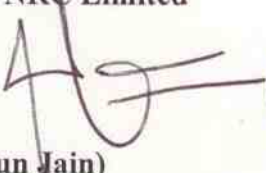
Sub: Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam

Pursuant to regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 we are enclosing herewith the voting results of 68th Annual General Meeting which commenced at 12:00 Noon and concluded at 12.30 PM.

Kindly take the same on record.

Yours Faithfully,
For NRC Limited


(Arun Jain)
Managing Director
DIN: 0000607



Works :

Mohone-421 102 (Kalyan), Dist. Thane, Maharashtra.
Tel.: 0251-2270317

DUNCAN GOENKA

Annexure -I

Date of the AGM	30.12.2016
Total number of shareholders on record date	26471
No. of shareholders attended the meeting either in person or through proxy:	
Promoters & Promoter Group :	4
Public:	49
No. of shareholders attended the meeting through Video Conferencing:	
Promoters & Promoter Group :	Not Applicable
Public:	

1. To receive, consider and adopt:

the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon;

Resolution required: (Ordinary/Special)							Ordinary		
Whether promoter/promoter group are interested in the agenda/resolution							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 favor (4)	No. of votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(4)/(2)]*100	
Promoter and Promoter group	E-voting	17421548	17402648	99.89	17402648	0	100	0	
	Poll		0	0	0	0	0	0	
	Total	17421548	17402648	99.89	17402648	0	100	0	
Public Institutions	E-voting	1610242	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Total	1610242	0	0	0	0	0	0	
Public - Non Institutions	E-voting	18205623	6400	0.04	6400	0	100	0	
	Poll		12331	0.07	12331	0	100	0	
	Total	18205623	18731	0.10	18731	0	100	0	
TOTAL		37237413	17421379	46.78	17421379	0	100	0	



2. Re-appointment of Mr. G. P. Goenka (DIN: 07280962) as Director

Resolution required: (Ordinary/Special)							Ordinary		
Whether promoter/promoter group are interested in the agenda/resolution							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 favor (4)	No. of votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(5)/(2)]*100	
Promoter and Promoter group	E-voting	17421548	17402648	99.89	17402648	0	100	0	
	Poll		0	0	0	0	0	0	
	Total	17421548	17402648	99.89	17402648	0	100	0	
Public Institutions	E-voting	1610242	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Total	1610242	0	0	0	0	0	0	
Public -Non Institutions	E-voting	18205623	6400	0.04	6400	0	100	0	
	Poll		12331	0.07	12331	0	100	0	
	Total	18205623	18731	0.10	18731	0	100	0	
TOTAL		37237413	17421379	46.78	17421379	0	100	0	



3. Appointment M/s.Lodha & co., Chartered Accountants as Statutory Auditors and fixing their remuneration

Resolution required: (Ordinary/Special)							Ordinary		
Whether promoter/promoter group are interested in the agenda/resolution							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 favor (4)	No. of votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(4)/(2)]*100	
Promoter and Promoter group	E-voting	17421548	17402648	99.89	17402648	0	100	0	
	Poll		0	0	0	0	0	0	
	Total	17421548	17402648	99.89	17402648	0	100	0	
Public Institutions	E-voting	1610242	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Total	1610242	0	0	0	0	0	0	
Public - Non Institutions	E-voting	18205623	6400	0.04	6400	0	100	0	
	Poll		12331	0.07	12331	0	100	0	
	Total	18205623	18731	0.10	18731	0	100	0	
TOTAL		37237413	17421379	46.78	17421379	0	100	0	



4. Deletion of Article No. 90(b) of Articles of Association

Resolution required: (Ordinary/Special)								Special		
Whether promoter/promoter group are interested in the agenda/resolution								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 favor (4)	No. of votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (6)=[(4)/(2)]*100		
Promoter and Promoter group	E-voting	17421548	17402648	99.89	17402648	0	100	0		
	Poll		0	0	0	0	0	0		
	Total	17421548	17402648	99.89	17402648	0	100	0		
Public Institutions	E-voting	1610242	0	0	0	0	0	0		
	Poll		0	0	0	0	0	0		
	Total	1610242	0	0	0	0	0	0		
Public -Non Institutions	E-voting	18205623	6400	0.04	6400	0	100	0		
	Poll		12331	0.07	12331	0	100	0		
	Total	18205623	18731	0.10	18731	0	100	0		
TOTAL		37237413	17421379	46.78	17421379	0	100	0		



Scrutinizer's Report- Combined
(Consolidated Report of Scrutinizer's on remote e-voting and voting by poll at the Annual General Meeting)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 and rules 20 and 21 of the Company (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
NRC Limited
67, Ground Floor, 75, Surajmal Building,
Nakhoda Street, Pydhonie,
Mandvi, Mumbai: 400003

Dear Sir,

Sub.: Combined Scrutinizer's Report in terms of provisions of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 there under, Secretarial Standards-2 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on remote e-voting and voting by poll at the Annual General Meeting (AGM) of the Shareholders of NRC Limited held on Friday, 30th December, 2016 at 12.00 (noon) at Kilachand Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai: 400020, Maharashtra, INDIA.

1. I, Amisha Shah, Proprietor of A. V. Shah & Associates, Practicing Company Secretary, Mumbai, has been appointed as Scrutinizer by the Board of Directors of **NRC Limited** (the Company) at their meeting held on 10th November, 2016 for scrutinizing Remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015;
2. The Notice dated November 10, 2016 along with statements setting out material facts under section 102 of the Companies act, 2013 were send to the shareholders in respect of below mentioned resolutions passed at the AGM of the Company.
3. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Tuesday, December 27, 2016 at (9:00 a.m. IST) and ended on Thursday, December 29, 2016 (5:00 p.m. IST) and the CDSL remote e-voting platform was blocked thereafter.
4. The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through e-voting facility. The shareholders of the company holding shares as on "cut-off" date of Friday, December 23, 2016 were entitled to vote on the resolutions as contained in the notice of 68th AGM.
5. On the basis of the votes exercised by the Shareholders of the Company through remote e- voting, I have issued separate Scrutinizer's Report dated December 30, 2016 on the remote e- voting.



6. Under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and the Secretarial Standards (SS-2) on General Meetings issued by the Institute of Company Secretaries of India, we, Amisha Shah, Proprietor of A. V. Shah & Associates, Practicing Company Secretary, Mumbai, and Mr. Ganpat Sona Shivgan, Member of the Company holding shares under DP-Client id: NRG00068791, were appointed as the Scrutinizers by the Chairman of the 68th AGM of the Company to conduct the poll process in fair and transparent manner on all the resolutions contained in the notice to the 68th AGM of the Company.
7. On the basis of the votes cast by the Shareholders through poll, I have issued separate Scrutinizers' Report dated December 30, 2016 on the poll taken on all the resolutions contained in the notice of the 68th Annual General Meeting of the Company.
8. I have scrutinized and reviewed e-voting and votes tendered therein based on the data downloaded from CDSL E-voting system and voting through Polling Paper at the AGM
9. As requested by the management, we submit herewith our combined report on the result of voting through e-voting and Poll as under with brief description of resolutions. Kindly refer the notice of 68th Annual General Meeting for the complete resolutions:

Item of Notice	No. of votes cast in favour	No. of votes cast against	No. of invalid votes cast	% of votes cast in favour	% of votes cast against
ORDINARY BUSINESS:					
1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and Reports of Board of Directors and the Auditors thereon. (Ordinary Resolution)	17421379	Nil	Nil	100%	Nil
2. To appoint a Director in place of Shri G.P. Goenka (DIN: 00030302) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Business, Ordinary Resolution)	17421379	Nil	Nil	100%	Nil



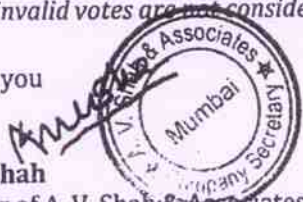
3. To ratify the appointment of Statutory Auditors of the Company, (Ordinary Business, Ordinary Resolution)	17421379	Nil	Nil	100%	Nil
SPECIAL BUSINESS:					
4. To Alter the Article 90(b) of the Articles of Association of the Company (Special Business, Special Resolution)	17421379	Nil	Nil	100%	Nil

** The invalid votes are not considered for the purpose of calculating the percentage*

Thanking you

Amisha Shah

Proprietor of A. V. Shah & Associates
Scrutinizer for E-Voting & Poll
Practicing Company Secretary
C.P. No.: 13399
Membership No.: F8798



Ganpat Sona Shivgan

Scrutinizer for Poll
Member
DP-Client id: NRG00068791

Date: December 30, 2016
Place: Mumbai

Date: December 30, 2016
Place: Mumbai

Acknowledge receipt of the same

For **NRC Limited**

Acknowledge receipt of the same
For **NRC Limited**

Acknowledge receipt of the same
For **NRC Limited**

ARUN JAIN
Managing Director
(Din: 00006007)

Address: Hill Crest, Flat No. 31-F Ground Floor,
Peddar Road Mumbai:400026 MH IN

FORM MGT-13
REPORT OF SCRUTINIZER'S

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
Annual General Meeting of
NRC Limited
67, Ground Floor, 75, Surajmal Building,
Nakhoda Street, Pydhonie,
Mandvi, Mumbai: 400003

Sub.: Results of Poll ordered at the 68th Annual General Meeting (AGM) of the Members of
NRC Limited held on Friday, 30th December, 2016 at 12.00 (noon) at Kilachand
Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai; 400020,
Maharashtra, INDIA.

Dear Sir,

We, Amisha Shah, Proprietor of A. V. Shah & Associates, Practicing Company Secretary,
Mumbai, and Mr. Ganpat Sona Shivgan, Member of the Company (DP-Client id:
NRG00068791) were appointed as the Scrutinizers for the purpose of the poll taken on the
below mentioned resolutions at the Annual General Meeting (AGM) of the Shareholders of
NRC Limited held on Friday, 30th December, 2016 at 12.00 (noon) at Kilachand Conference
Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai; 400020, Maharashtra, INDIA
We submit our report as under:

1. After the time fixed for closing of the poll by the Chairperson, one ballot box kept for
polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were
diligently scrutinized. The poll papers were reconciled with the records maintained by
the Registrar and Transfer Agents of the Company as on the "cut-off" date i.e. Friday,
December 23, 2016 and the authorizations/ proxies lodged with the Company.
3. The result of the Poll is as under with brief description of resolutions. Kindly refer to the
notice of the 68th Annual General Meeting for complete resolutions:



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ORDINARY BUSINESS:

Resolution No. 1

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and Reports of Board of Directors and the Auditors thereon. (Ordinary Business, Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
40	12331	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them on
Nil	Nil

Resolution No. 2

To appoint a Director in place of Shri G.P. Goenka (DIN: 00030302) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Business, Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
40	12331	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them on
Nil	Nil



Resolution No. 3

To ratify the appointment of Statutory Auditors of the Company, (Ordinary Business, Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
40	12331	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them on
Nil	Nil

SPECIAL BUSINESS:

Resolution No. 4

To Alter the Article 90(b) of the Articles of Association of the Company (Special Business, Special Resolution):

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
40	12331	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast on poll
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them on
Nil	Nil

4. 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

Amisha



Amisha Shah

Proprietor of A. V. Shah & Associates

Scrutinizer for E-Voting & Poll

Practicing Company Secretary

C.P. No.: 13399

Membership No.: F8798

Date: December 30, 2016

Place: Mumbai

Acknowledge receipt of the same

For **NRC Limited**

Acknowledge receipt of the same

For **NRC Limited**

ARUN JAIN

Managing Director

(Din: 00006007)

Address: Hill Crest, Flat No. 31-F Ground Floor,
Peddar Road Mumbai:400026 MH IN

Ganpat Sona Shivgan

Scrutinizer for Poll

Member

DP-Client id: NRG00068791

Date: December 30, 2016

Place: Mumbai



SCRUTINISER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

To,
The Chairman
Annual General Meeting of
NRC Limited
67, Ground Floor, 75, Surajmal Building,
Nakhoda Street, Pydhonie,
Mandvi, Mumbai: 400003

Sub.: Result of E-voting held for 68th Annual General Meeting of the Shareholders of NRC Limited.

Dear Sir,

1. I, Amisha Shah, Proprietor of A. V. Shah & Associates, Practicing Company Secretary, Mumbai, have been appointed by the Board of Directors of **NRC Limited** (the Company) as a Scrutinizer for the purpose of scrutinising the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended by Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, on the resolutions contained in the notice of the 68th Annual General Meeting (AGM) of the Members of the Company, held on Friday, 30th December, 2016 at 12.00 (noon) at Kilachand Conference Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai: 400020, Maharashtra, INDIA.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules relating to voting through electronic means and Secretarial Standard - 2 on the resolutions contained in the Notice to the 68th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as stated in notice to the 68th AGM, based on the report generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities and engaged by the Company for the said purpose.
3. Further to the above, I submit my report as under:-
 - I. The e-voting period remained open from Tuesday, December 27, 2016 at (9:00 a.m. IST) and ended on Thursday, December 29, 2016 (5:00 p.m. IST).
 - II. The Members of the Company as on the "cut-off" date i.e. Friday, December 23, 2016 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the 68th Annual General Meeting of the Company).
 - III. The votes cast were unblocked on Friday, September 30, 2016 in the presence of two witnesses, Mr. Manik Makwana and Mr. Bhavesh Chheda who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Makwana

Name: Mr. Manik Makwana

B. S. Chheda

Name: Mr. Bhavesh Chheda

- IV. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote at the AGM of the Company, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> and based on such report generated, the result of the e-voting is as under:

ORDINARY BUSINESS:

Resolution No. 1

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 and Reports of Board of Directors and the Auditors thereon. (Ordinary Business, Ordinary Resolution):

1. Voted in Favour of Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
11	17409048	100%

2. Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
Nil	Nil	Nil

3. Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
Nil	Nil

Resolution No. 2

To appoint a Director in place of Shri G.P. Goenka (DIN: 00030302) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Business, Ordinary Resolution):

1. Voted in Favour of Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
11	17409048	100%

2. Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
Nil	Nil	Nil

3. Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
Nil	Nil



Resolution No. 3

To ratify the appointment of Statutory Auditors of the Company. (Ordinary Business, Ordinary Resolution):

1. Voted in Favour of Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
11	17409048	100%

2. Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
Nil	Nil	Nil

3. Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
Nil	Nil

SPECIAL BUSINESS:

Resolution No. 4

To Alter the Article 90(b) of the Articles of Association of the Company (Special Business, Special Resolution):

1. Voted in Favour of Resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
11	17409048	100%

2. Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of total number of valid votes cast on e-voting
Nil	Nil	Nil

3. Invalid votes:

Total number of members whose votes were declared invalid.	Total number of votes cast by them on e-voting
Nil	Nil

Thanking you

For A. V. Shah & Associates

Amisha Shah
Proprietor
Practicing Company Secretary
C.P. No.: 13399
Membership No.: F8798



Date: 30th December, 2016
Place: Mumbai