



J. J. Gandhi & Co.
Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

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Report of Scrutinizer
Consolidated Report on remote E-voting and e-voting at AGM

To,
The Chairman
Annual General Meeting of Members of
NRB Industrial Bearings Limited
3, Floor Metro House,
M.G. Road, Dhobi Talao,
Mumbai – 400 020 - Maharashtra

Dear Sir,

Re: Consolidated Scrutinizers' Report for passing resolutions through remote E-voting and E-voting during the 14th AGM of NRB Industrial Bearings Limited (CIN L29253MH2011PLC213963) held on 20th August, 2025 at 2.00 PM through Video Conference (VC)

1. I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries, has been appointed as Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended (herein after referred to as Rules) and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, for scrutinizing the remote e-voting and e-voting during the AGM on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the **14th Annual General Meeting (AGM)** of the Members of the Company held on **20th August, 2025 at 2.00 PM** through Video Conferencing (VC). The proceedings of the **14th AGM** will be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the AGM.
2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting and e-voting during AGM on the Resolutions contained in the Notice of AGM of the Members of the Company. My responsibilities as a scrutinizer for e-voting process are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions, based on the reports generated from e-voting system provided by the **Central Depository Services (India) Ltd., (CDSL)**, the agency engaged by the Company to provide remote e-voting facility (prior to AGM) and e-voting facility during the AGM.



3. I submit my report as under;

- A. The AGM was held in compliance with the direction provided by the Ministry of Corporate Affairs (MCA) to hold through video conferencing (VC) or Other Audio-Visual Means (OAVM) by General Circular No. 14, 17 and 20 of 2020, General Circular No. 2 of 2021, General Circular No. 2, 10 and 11 of 2022, General Circular No. 9 of 2023 and General Circular No. 9 of 2024 dated 19/09/2024 extending time limit up to 30th September, 2025 (collectively referred as MCA circulars) and applicable circulars of Securities and Exchange Board of India (SEBI) (referred as SEBI Circulars).
- B. The e-voting facility both for remote e-voting i.e. prior to AGM and e-voting during AGM were provided by **Central Depository Services (India) Ltd. (CDSL)**.
- C. As per requirement of Rule 20(v), the Public Advertisement with respect to dispatch of AGM Notice through electronic mode and intimating date and time of commencement and closing of E-voting have been published in English language in the newspaper "**Free Press Journal**" dated **22nd July, 2025**, and in Marathi language in the news paper "**Navshakti**" dated **22nd July, 2025**.
- D. The e-voting period remained open from **17th August, 2025** (9.00 A.M.) to **19th August, 2025**. (5.00 P.M.)
- E. The Members of the Company holding shares in physical form or demat form as on "**Cut-off**" date i.e. **13th August, 2025** were entitled to vote on the resolutions mentioned in the Notice of AGM.
- F. The shareholders, who did not vote in remote e-voting, were provided facility to e-vote during the meeting and thereafter within 15 minutes of the conclusion of the AGM. After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and e-voting at the AGM were unblocked.
- G. The details of Members who have voted "for" or "against" on each of the resolutions that were put to vote were generated from the E-voting website of **CDSL** viz. <https://www.evotingindia.com>.



Based on the Reports generated from the website of **CDSL**, the consolidated report on e-voting on each of the resolution as per format of Regulation 44 of LODR is as under;

Resolution No. 1

Adoption of Audited Stand alone and Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2025 and Reports of the Board of Directors and Auditors thereon.

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled 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 & Promoter Group	Remote E-Voting	17622104	15837403	89.87	15837403	0	100	0
	E-voting at AGM		0	0	0	0	0	0
	Total		15837403	89.87	15837403	0	100	0
Public Institutions	Remote E-Voting	1750	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	Remote E-Voting	6606796	670700	10.15	670637	63	99.99	0.00
	E-voting at AGM		2	0	2	0	100	0
	Total		670702	10.15	670639	63	99.99	0.00
Total		24230650	16508105	68.13	16508042	63	99.99	0.00



Resolution No. 2

Reappointment of Mrs. Aarti Sahney (DIN 08579914) as a Director liable to retire by rotation.

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled 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 & Promoter Group	Remote E-Voting	17622104	15837403	89.87	15837403	0	100	0
	E-voting at AGM		0	0	0	0	0	0
	Total		15837403	89.87	15837403	0	100	0
Public Institutions	Remote E-Voting	1750	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	Remote E-Voting	6606796	670700	10.15	670387	313	99.95	0.05
	E-voting at AGM		2	0	2	0	100	0
	Total		670702	10.15	670389	313	99.95	0.05
Total		24230650	16508105	68.13	16507792	313	99.99	0.00



Resolution No. 3

Reappointment of Mr. Samrat Zaveri (DIN 00374104) as an Independent Director for a Second Term of five consecutive years

Type of Resolution	Special
Whether promoter/ promoter group interested in the resolution?	No

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled 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 & Promoter Group	Remote E-Voting	17622104	15837403	89.87	15837403	0	100	0
	E-voting at AGM		0	0	0	0	0	0
	Total		15837403	89.87	15837403	0	100	0
Public Institutions	Remote E-Voting	1750	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	Remote E-Voting	6606796	670700	10.15	670387	313	99.95	0.05
	E-voting at AGM		2	0	2	0	100	0
	Total		670702	10.15	670389	313	99.95	0.05
Total		24230650	16508105	68.13	16507792	313	99.99	0.00



Resolution No. 4

To approve and amend material related party transaction limits with NRB IBC Bearings Private Limited.

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled 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 & Promoter Group	Remote E-Voting	17622104	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	Remote E-Voting	1750	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	Remote E-Voting	6606796	670700	10.15	670637	63	99.99	0.01
	E-voting at AGM		2	0	2	0	100	0
	Total		670702	10.15	670639	63	99.99	0
Total		24230650	670702	2.77	670639	63	99.99	0.01



Resolution No. 5

To approve and amend material related party transaction limits with NIBL Korta Engineering Private Limited.

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled 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 & Promoter Group	Remote E-Voting	17622104	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	Remote E-Voting	1750	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	Remote E-Voting	6606796	670700	10.15	670637	63	99.99	0.01
	E-voting at AGM		2	0	2	0	100	0
	Total		670702	10.15	670639	63	99.99	0
Total		24230650	670702	2.77	670639	63	99.99	0.01



Resolution No. 6

To consider and approve a Related Party Transaction pursuant to Section 188 of the Companies Act, 2013.

Type of Resolution	Ordinary
Whether promoter/ promoter group interested in the resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled 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 & Promoter Group	Remote E-Voting	17622104	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	Remote E-Voting	1750	0	0	0	0	0	0
	E-voting at AGM		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	Remote E-Voting	6606796	670700	10.15	670637	63	99.99	0.01
	E-voting at AGM		2	0	2	0	100	0
	Total		670702	10.15	670639	63	99.99	0
Total		24230650	670702	2.77	670639	63	99.99	0.01

The figures in percentage have been considered/ rounded off up to 2 decimal points.

The votes cast does not include abstained votes.

Based on the aforesaid results, it is conveyed that all resolutions contained in the AGM Notice have been passed with the requisite majority by the Members of the Company.



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Accordingly, you may declare the result of the remote e-voting and e-voting during the AGM.

The relevant record relating to E-voting is being handed over to the Company Secretary for safe custody.

Restriction on use : This Report has been issued at the request of the Company for submission to Stock Exchange and for placing on website of the Company and for placing on website of e-voting service provider. This Report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose to any other party.

For J J Gandhi & Co.
Practising Company Secretaries

GANDHI
JAGDISH
JAYANTILAL

Digitally signed by
GANDHI JAGDISH
JAYANTILAL
Date: 2025.08.20 18:26:13
+05'30'

Place: Vadodara
Date: 20th August, 2025

(J J Gandhi)
Proprietor

FCS No. 3519 and CP No. 2515
P R No. 1174/2021

UDIN F003519G001038751