

NIBL/BSE/NSE/2024-25

Date: 20th December, 2024

To,

BSE Limited**Listing Department**Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001. Maharashtra, India.Scrip Code: 535458**National Stock Exchange of India Limited****Listing Department**Exchange Plaza, 5th Floor, Plot No. C/1, G
Block, Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051. Maharashtra, IndiaSymbol: NIBL

Dear Sir/ Madam,

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

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company had conducted the process of Postal Ballot for seeking approval of the shareholders for the resolutions as set out in the Postal Ballot Notice dated 30th October, 2024 which was sent to the shareholders of the company by email on Wednesday, 19th November, 2024

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

The Board of Directors have appointed Mr. Sanjog Naravankar of SVN & Associates, Practicing Company Secretaries (Membership no. A37746) as the scrutinizer for scrutinizing the votes casted through remote e-voting in a fair and transparent manner. The voting period began on Wednesday, 20th November, 2024 at 9.00 a.m. (IST) and ended on Thursday, 19th December, 2024 at 5.00 p.m. (IST)

Further pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the results of the voting of Postal Ballot (e-voting). We are also enclosing Scrutinizer's Report dated 20th December, 2024 for your record.

The Scrutinizer's report dated 20th December, 2024 states as below:

1. The resolution relating to Appointment of Mr. Sandeep Deshpande (DIN:0353186) as an Independent Director of the Company has been passed with requisite majority.

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



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 and on the website of Central Depository Services (India) Limited viz. www.evotingindia.com.

You are requested to take the same on record.

Yours faithfully,

Thanking you,

For **NRB Industrial Bearings Limited**

VANDANA

DEEPAKKUMA

R YADAV

Digitally signed by
VANDANA
DEEPAKKUMAR YADAV
Date: 2024.12.20 14:19:42
+05'30'



Vandana Yadav

Company Secretary & Compliance Officer

Encl. as above

SVN & ASSOCIATES

Practicing Company Secretaries

Add: Room No.101, B-Wing, Narmada CHS, Sector No-9, Vasant Nagari, Vasai East, Thane-401208. E-mail id:sanjog579@gmail.com, Mob. No. 8691857227.

Scrutinizer's Report on Postal Ballot e-voting

(Pursuant to Section 110 and 108 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

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

Dear Sir (s) and Madam,

I, Sanjog Naravankar, Proprietor of SVN & Associates, Practicing Company Secretary (ACS No. 37746, CP No. 14125), having been appointed as Scrutinizer by the Board of Directors of NRB Industrial Bearings Limited (the "**Company**") pursuant to resolution passed at their meeting held on October 30, 2024, for the purpose of conducting the Postal Ballot process (including e-voting) in a fair and transparent manner, do hereby submit my report as under:

1. The Board of Directors, pursuant to Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including statutory amendments), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), appointed me as the Scrutinizer for scrutinizing the Postal Ballot process, which was conducted through remote e-voting.

2. Compliance with Law and MCA Circulars:

2.1 In compliance with the provisions of:

- Section 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014,
- Regulation 44 of SEBI (LODR) Regulations, 2015,
- Secretarial Standards on General Meetings (SS-2), and
- MCA Circulars (latest being Circular No. 09/2024 dated September 19, 2024),

the Company ensured that shareholders were provided the facility to cast their votes electronically.

SVN & ASSOCIATES

- 2.2 The Company engaged Central Depository Services (India) Limited (CDSL) as the agency for providing remote e-voting facilities to its Members.

3. Dispatch of Notice and Cut-Off Date:

- 3.1 Based on the Postal Ballot Notice and the explanations provided by the Company, and in compliance with the MCA Circulars, the Postal Ballot Notice dated 30th October 2024 was sent only through electronic mode. The Notice was dispatched to those Members whose names appeared on the Register of Members / Register of Beneficial Owners as on Friday, November 15, 2024 (“**Cut-Off Date**”), as received from the Depositories, and whose e-mail addresses were registered with the Company, its Registrar and Transfer Agent (RTA), or the respective Depository Participants (DPs).
- 3.2 Further, physical copies of the Postal Ballot Notice, Postal Ballot forms, and pre-paid business reply envelopes were not sent to the Members, in adherence to the MCA Circulars applicable at the time of this process.
- 3.3 The Company also placed the Postal Ballot Notice on its official website at www.nrbindustrialbearings.com, on the websites of the Stock Exchanges, namely BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), and on the website of CDSL, the e-voting agency, at www.evotingindia.com.

4. Voting Process:

- 4.1 I report that the remote e-voting facility was made available to the Members of the Company through the services provided by Central Depository Services (India) Limited (CDSL). The e-voting commenced on Wednesday, 20th November 2024, at 9:00 A.M. IST, and remained open until Thursday, 19th December 2024, at 5:00 P.M. IST, enabling Members to exercise their voting rights electronically in accordance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
- 4.2 Upon the conclusion of the voting period, I proceeded to unblock the electronic votes cast through the e-voting platform on 19th December 2024 at 5:30 P.M. IST in strict compliance with the prescribed procedure. This was conducted in the presence of two independent witnesses, who are neither in the employment of the Company nor connected in any manner to the Postal Ballot process. A detailed record of the electronic votes was generated from the e-voting platform provided by CDSL.

SVN & ASSOCIATES

- 4.3 I further report that the electronic data generated from the remote e-voting system was securely accessed and scrutinized with the assistance of CDSL. This process involved verifying the integrity of the votes cast, ensuring that there was no duplication or invalidity, and reconciling the voting data with the records maintained by the Company and the RTA. I ensured that all votes cast through both remote e-voting and physical Postal Ballot forms were considered valid, barring any discrepancies or deviations that rendered specific ballots invalid.
- 4.5 The voting process was conducted in a fair, transparent, and secure manner, with due adherence to statutory guidelines and procedural safeguards, ensuring the sanctity of the voting process and enabling accurate tabulation of results.

5. **Business Proposed and Voting Results**

The business proposed in the Postal Ballot Notice was as follows:

Special Resolution:

"Appointment of Mr. Sandeep Deshpande (DIN: 03535186) as an Independent Director of the Company for a period of five (5) years."

The votes cast through remote e-voting were as follows:

| Particulars | Number of Members | Number of Votes Cast | % of Total Valid Votes |
|----------------|-------------------|----------------------|------------------------|
| Votes in Favor | 90 | 1,21,77,942 | 83.55 |
| Votes Against | 07 | 23,97,742 | 16.45 |
| Invalid Votes | - | - | - |

In accordance with the explanations and statements provided in the Postal Ballot Notice, it was confirmed that none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives were concerned or interested, financially or otherwise, in the Resolution set forth at Item No. 1 of the accompanying Notice.

The votes cast through remote e-voting were scrutinized, and it was ensured that there were no invalid votes on account of any conflict of interest or non-compliance. All votes were considered valid, as no instance was observed where any Director, KMP, or their relatives participated in the voting process with an interest in the outcome.

6. Report and Conclusion:

I hereby report that based on the Postal Ballot Notice, the explanations received from the Company, and the votes cast through remote e-voting, the Special Resolution for the appointment of Mr. Sandeep Deshpande (DIN: 03535186) as an Independent Director of the Company for a term of five years (30th October 2024 to 29th October 2029) has been passed with the requisite majority.

I further report that all relevant records, electronic voting data, and related documents, will remain in my custody until the Chairman considers, approves, and signs the minutes of the Postal Ballot process. Thereafter, the records will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

**For SVN & Associates
Company Secretaries**

**SANJOG
VITTHAL
NARAVANKAR**

Digitally signed by
SANJOG VITTHAL
NARAVANKAR
Date: 2024.12.20
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Sanjog Naravankar

Proprietor

ACS: A37746, CP: 14125.

UDIN: A037746F003439408

Date: 20th December, 2024

Place: Mumbai

For NRB Industrial Bearings Limited

**VANDANA
DEEPAKKUM
AR YADAV**

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VANDANA
DEEPAKKUMAR YADAV
Date: 2024.12.20
14:12:52 +05'30'

Vandana Yadav

Company Secretary

(ACS: A40717)

| General information about company | |
|---|---------------------------------|
| Scrip code | 535458 |
| NSE Symbol | NIBL |
| MSEI Symbol | NA |
| ISIN | INE047O01014 |
| Name of the company | NRB INDUSTRIAL BEARINGS LIMITED |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 19-12-2024 |
| Start time of the meeting | |
| End time of the meeting | |

| Scrutinizer Details | |
|---|------------------|
| Name of the Scrutinizer | Sanjog Narvankar |
| Firms Name | SVN & Associates |
| Qualification | CS |
| Membership Number | A37746 |
| Date of Board Meeting in which appointed | 30-10-2024 |
| Date of Issuance of Report to the company | 20-12-2024 |

| Voting results | |
|--|------------|
| Record date | 15-11-2024 |
| Total number of shareholders on record date | 16029 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 1 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of Mr. Sandeep Deshpande as Independent Director | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)= [(2)/(1)]*100 | (4) | (5) | (6)= [(4)/(2)]*100 | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 17677297 | 14104264 | 79.7874 | 11763358 | 2340906 | 83.4028 | 16.5972 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 17677297 | 14104264 | 79.7874 | 11763358 | 2340906 | 83.4028 |
| Public- Institutions | E-Voting | 1750 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 1750 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 6551603 | 471420 | 7.1955 | 414584 | 56836 | 87.9437 | 12.0563 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 6551603 | 471420 | 7.1955 | 414584 | 56836 | 87.9437 |
| Total | | 24230650 | 14575684 | 60.1539 | 12177942 | 2397742 | 83.5497 | 16.4503 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

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

