

NIBL/BSE/NSE/2023-24

Date: 28th September, 2023

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, India

Symbol: NIBL

Dear Sir/ Madam,

This is to inform you that the Adjourned 12th Annual General Meeting ("Adjourned AGM") of the Company was held on, Wednesday, 27th September, 2023 at 02.00 P.M. through Video Conferencing to Members. In this regard, please find enclosed the following

1. Proceeding of the AGM pursuant to Part A of Scheduled III under Regulation 30 of the Listing Regulation.
2. Consolidated Report of the Scrutinizer dated September 28, 2023, on remote e - voting and e-voting system during the AGM.
3. Voting Results of the AGM.

Thanking you,

For **NRB Industrial Bearings Limited**

Vandana Yadav

Company Secretary & Compliance Officer

Encl. as above



**BRIEF PROCEEDINGS OF THE ADJOURNED 12TH ANNUAL GENERAL MEETING
(ADJOURNED AGM) OF NRB INDUSTRIAL BEARINGS LIMITED.**

1. Date, time and Venue of the Meeting:

The Adjourned 12th Annual General Meeting of the Company was held on Wednesday, 27th September, 2023 through video conferencing. The meeting commenced at 2:00 pm and concluded at 2.25 pm.

2. Brief details of items deliberated at ADJOURNED AGM and results thereof:

Mr. Devesh Singh Sahney, Chairman and Managing Director welcomed all the Directors, Invitees and the Shareholders of the Company to the Adjourned 12th AGM of the Company. He informed that the meeting was held through video conference in accordance with the circular issued by the Ministry of Corporate Affairs and SEBI from time to time.

As the requisite quorum was present the Chairman called the meeting to order. Then he introduced all the Directors, Key Managerial Personnel, Auditors and Attendees in the meeting. The Chairman also stated that in an unlikely event of any technical problem whereby he loses connectivity at any point during the meeting, it is proposed to appoint Mr. Samrat Zaveri and in his absence, Ms. Sejal Dinesh Mehta, as an Alternate Chairman for the meeting for which all the Directors consented.

The Chairperson had informed the members that the AGM on August 8, 2023, had been adjourned due to a lack of requisite majority for the adoption of our Financial Statements. The said AGM had been adjourned in accordance with applicable regulatory provisions. Today, we reconvened to address this matter and more.

He further informed that as there is no physical attendance of members in this meeting, requirement of appointment of proxy was not applicable. Participation of members of the Company was recorded for the purpose of quorum as per the circular issued by the MCA and Section 103 of Companies Act 2013.

Then the Chairman had requested the Company Secretary of the Company to provide general instructions to the shareholders/members regarding participation in the meeting. The Company Secretary had briefed the members about the general instructions for participation in the meeting. She had informed that remote e-voting facility had been made available to all Members holding shares as of the cut-off date, during the period commencing from 9 A.M. IST on Sunday, 24th September, 2023, until 5.00 P.M. IST on Tuesday, 26th September 2023. Remote e-voting had been blocked on 26th September 2023 at 5.00 P.M.

Members were also informed that there are no qualifications, observations or comments which may have an adverse effect on the functioning of the Company in the Statutory Auditors Report and Secretarial Audit Report.

Then the Chairman briefed the members about the performance of the Company in FY 2022-23. He informed that the Company has taken care of all the necessary efforts to enable members to attend this meeting through Video conference and cast their votes in the AGM, 2023.

With the permission of the members, the Notice convening the Adjourned AGM and the Annual Report of the Company for the financial year ended March 31, 2023, were taken as read.

Then the Shareholders/ Members who had pre-registered as Speakers were given the opportunity to speak or ask their questions. The Chairman and Chief Financial Officer addressed the questions of all the Shareholders/ Members one by one.

With the permission of the members, the following items of business, as per the Notice convening the Adjourned 12th AGM of the Company dated August 30, 2023 were transacted at the meeting.

Ordinary Business:

Item No. 1:

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

The Chairman then informed that the facility of E-voting on the CDSL platform shall continue to be available next 15 minutes, therefore members who have not casted the votes are requested to cast their votes 15 minutes from closure this meeting.

The members were informed that the Board of Directors of the Company at their meeting held on August 30, 2023 had appointed, Mr. Sanjog Narvankar, Partner, M/s. SVN & Associates, Practicing Company Secretaries (Membership No.37746. COP: 14125) as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and e-voting during the live Adjourned AGM.

The Chairman further informed that he authorizes Mrs. Vandana Yadav, Company Secretary to declare the results of the E-voting and place the results on the website of the Company.

The members were further informed that the resolutions set out in notice shall be deemed to be passed subject to receipt of requisite number of votes.

The Chairman thanked all the Members, Board of Directors, Senior Management Personnel and Auditors for their presence, support and co-operation and informed that the e-voting facility will be open for 15 minutes after the conclusion of AGM so, the members were requested who did not vote through remote e-voting to cast their votes electronically.

3. Manner of approval:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Listing Regulations, the Company had provided remote e-voting facility to its Members to cast votes electronically on all the resolutions set out in the Notice.

Further, the facility to vote on resolutions through electronic voting system at the meeting was made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

The Chairman thanked the Members for attending and participating at the Meeting and there being no other business, the Meeting was concluded.

For NRB Industrial Bearings Limited

VANDANA
DEEPAKKUMA
R YADAV

Digitally signed by
VANDANA
DEEPAKKUMAR YADAV
Date: 2023.09.27
16:27:57 +05'30'

Vandana Yadav
Company Secretary & Compliance Officer

SVN & ASSOCIATES
Practicing Company Secretaries

Add: Room No.301, E-Wing, Bahar CHS, Sector No-3, Vasant Nagari, Vasai East, Thane-401208. E-mail id:sanjog579@gmail.com, Mob. No. 8691857227.

SCRUTINIZER'S REPORT FOR E-VOTING

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xi) 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.

Adjourned 12th Annual General Meeting (AGM) of the Equity Shareholders of NRB Industrial Bearings Limited held on Wednesday, September 27, 2023, at 2:00 p.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Dear Sir,

I, Sanjog Naravankar, Proprietor of M/s. SVN & Associates, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of NRB Industrial Bearings Limited ("the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting system (e-voting) during the Adjourned AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued by MCA and SEBI and in respect of the below mentioned resolutions proposed at the Adjourned 12th Annual General Meeting of the Equity Shareholders of the Company held on **Wednesday, September 27, 2023, at 2:00 p.m. (IST)** through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules and circulars issued by MCA and SEBI made hereunder relating to voting through electronic means (by remote e-voting) and electronic voting system (e-voting) at the Adjourned AGM by the shareholders on the resolutions proposed in the Notice of the Adjourned 12th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting system (e-voting) at the Adjourned AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or the authorised person on the resolutions.

SVN & ASSOCIATES

2. The e-voting facility both for e-voting prior to the Adjourned AGM (remote e-voting) and voting at the Adjourned AGM by electronics voting system (e-voting) was provided by **Central Depository Services (India) Limited ("CDSL")**.
3. In accordance with the Notice of the Adjourned 12th Annual General Meeting sent to the shareholders on 31st August, 2023 and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on ,1st September, 2023, the remote e-voting opened at 9:00 AM (IST) on 24th September, 2023 and ended on 5:00 PM (IST) on 26th September, 2023.
4. After declaration of voting by the Chairman, the shareholders present at the Adjourned AGM through VC voted through e-voting facility provided by CDSL at the Adjourned AGM.
5. The Equity Shareholders holding shares as on September 20, 2023, "cut off date", were entitled to vote on the resolutions stated in the Notice of the Adjourned 12th Annual General Meeting of the Company.
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the Adjourned AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the Adjourned AGM.
7. After closure of e-voting at the Adjourned AGM, the votes cast through e-voting at the Adjourned AGM and through remote e-voting prior to the date of Adjourned AGM were unblocked and downloaded from the e-voting website of CDSL in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from the remote e-voting system provided by CDSL and e-voting conducted during the Adjourned AGM through CDSL platform, I submit the consolidated results of Remote E-Voting and E-voting conducted during the Adjourned AGM as under:

SVN & ASSOCIATES

Ordinary Resolution:

Resolution-1:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
88	31,78,465	52.2

(ii) Voted in **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	29,10,459	47.8

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
00	00

9. On the basis of the aforesaid results, I report that:

- The Resolution Nos. 1 have been approved by the shareholders under remote e-voting and electronic voting at the Adjourned AGM with the requisite majority.

The results of the voting by members through remote e-voting and electronic voting at the Adjourned AGM in the respect of above-mentioned resolutions may accordingly be declared by the Company.

SVN & ASSOCIATES

10. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the Adjourned 12th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

**For SVN & Associates
Company Secretaries**

 SANJOG
VITTHAL
NARAVANKAR
Digitally signed by
SANJOG VITTHAL
NARAVANKAR
Date: 2023.09.28
11:41:29 +05'30'

**Sanjog Naravankar
Proprietor
ACS: A37746, CP: 14125.
UDIN: A037746E001107364
Date: September 28, 2023
Place: Mumbai**

For NRB Industrial Bearings Limited

**Vandana Yadav
Company Secretary
(ACS: A40717)**

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General information about company

Scrip code	535458
NSE Symbol	NIBL
MSEI Symbol	NOTLISTED
ISIN	INE047001014
Name of the company	NRB Industrial Bearings Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-09-2023
Start time of the meeting	02:00 PM
End time of the meeting	02:25 PM

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Scrutinizer Details

Name of the Scrutinizer	Sanjog Narvankar
Firms Name	SVN & Associates
Qualification	CS
Membership Number	A37746
Date of Board Meeting in which appointed	30-08-2023
Date of Issuance of Report to the company	28-09-2023

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Voting results

Record date	20-09-2023
Total number of shareholders on record date	9522
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	45
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)

Whether promoter/promoter group are interested in the agenda/resolution?

Ordinary
No

To receive, consider and adopt:

a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

Description of resolution considered		Resolution (1)						
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		5204407	29.2461	2293948	2910459	44.0770	55.9230
	Poll	17795194	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0
Total		17795194	5204407	29.2461	2293948	2910459	44.0770	55.9230
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1750	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0
Total		1750	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		884517	13.7482	884517	0	100.0000	0.0000
	Poll	6433706	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0
Total		6433706	884517	13.7482	884517	0	100.0000	0.0000
Total		24230650	6088924	25.1290	3178465	2910459	52.2008	47.7992
Whether resolution is Pass or Not.		Yes		Add Notes		Disclosure of notes on resolution		



Details of the Participation and Agenda items transacted at the Adjourned Annual General Meeting of the Company held on September 27, 2023 are as follows:

Description	Particulars
Date of Annual General Meeting	September 27, 2023
Total number of Shareholders on record date <i>(i.e the cut-off date for determining the Shareholders entitled to Remote E-Voting/ E-Voting during Adjourned AGM - September 20, 2023)</i>	9522
Total Number of Shareholders present in the meeting through Video Conferencing	
a) Promoters & Promoter Group	2
b) Public	45
Resolution No. 1	<p>I. To receive, consider and adopt:</p> <ol style="list-style-type: none"> the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.
Type of Business	Ordinary Business
Mode of Voting	Remote E-voting and E-Voting



Mr. Sanjog Naravankar, Company Secretary, proprietor of **SVN & Associates**, who was appointed as the Scrutinizer has submitted his consolidated report on Remote E-voting and E-voting during the Adjourned AGM dated September 27, 2023 to the Chairperson of the AGM. Basis the consolidated report of the Scrutinizer dated September 28, 2023, below are the Voting results for all the resolutions forming part of the AGM notice:

Sr. No.	Resolution Description	Type	Voting Result
1	<p>To receive, consider and adopt:</p> <ul style="list-style-type: none"> a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon. 	Ordinary	Approved

Copy of the Scrutinizer's report along with requisite particulars of Remote E-voting and E-voting conducted during the Adjourned AGM Results as per Regulation 44(3) of the Listing Regulations is enclosed herewith for your information and record.

Thanking you.

Yours Sincerely,

For NRB Industrial Bearings Limited

Vandana Yadav
Company Secretary & Compliance Officer

