

NIBL/BSE/NSE/2022-23

Date: 19th August, 2022**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 11th Annual General Meeting ("AGM") of the Company was held today, i.e. Friday, 19th August, 2022 at 02.00 P.M. through Video Conferencing to Members.

In this regard, please find enclosed the following

1.	Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the Listing Regulations
2.	Consolidated Report of the Scrutinizer dated August 19, 2022, on remote e - voting and e-voting system during the AGM
3.	Voting Results of the AGM

Kindly, take the above on your record.

Thanking you,

Yours Sincerely,

For **NRB Industrial Bearings Limited**


Vandana Yadav
Company Secretary & Compliance Officer

Encl.: as above



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

BRIEF PROCEEDINGS OF THE 11TH ANNUAL GENERAL MEETING (AGM) OF
NRB INDUSTRIAL BEARINGS LIMITED.

1. Date, time and Venue of the Meeting:

The 11th Annual General Meeting of the Company was held on Friday, August 19, 2022 through video conferencing. The meeting commenced at 2:00 pm and concluded at 2:33 pm.

2. Brief details of items deliberated at 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 11th 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. Nikhilesh Panchal and in his absence, Mr. Ashish Chhugani, as an Alternate Chairman for the meeting for which all the Directors consented.

He further informed that; Mr. Samrat Zaveri, Independent director of the company and Chairman of Stakeholders and Relationship Committee is unable to attend the AGM due to his prior Commitments.

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 requested Company Secretary of the Company to provide the General instructions to the Shareholders/ Members regarding the participation in the meeting. The

Then the Chairman briefed the members about the performance of the Company in FY 2021-22 and impact of COVID-19 pandemic on the business of the Company. 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, 2022.

With the permission of the members, the Notice convening the AGM and the Annual Report of the Company for the financial year ended March 31, 2022, were taken as read.

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

the Company dated May 24, 2022 were transacted at the meeting.



3. Manner of approval:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the

SVN & ASSOCIATES

Practicing Company Secretaries

Add: Room No.202, C-Wing, Bahar CHS, Sector No-3, Vasant Nagari, Vasai East,
Thane-401208. E-mail id:sanjog579@gmail.com, Mob. No. 8691857227.

REPORT OF SCRUTINIZER

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

11th (Eleventh) Annual General Meeting (AGM) of the Equity Shareholders of NRB Industrial Bearings Limited held on Friday, August 19, 2022, 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 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 11th Annual General Meeting of the Equity Shareholders of the Company held on **Friday, August 19, 2022, at 2:00 p.m. (IST)** through VC, submit my report as under:

SVN & ASSOCIATES

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 AGM by the shareholders on the resolutions proposed in the Notice of the 11th 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 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.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics voting system (e-voting) was provided by Central Depository Services (India) Limited ("CDSL").
3. In accordance with the Notice of the 11th Annual General Meeting sent to the shareholders on July 20, 2022 and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 on July 21, 2022, the remote e-voting opened at 9:00 AM (IST) on August 16, 2022 and ended on 5:00 PM (IST) on August 18, 2022.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. The Equity Shareholders holding shares as on August 12, 2022, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 11th 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 AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of 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.

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8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

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, 2022, 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, 2022, 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
76	29,16,339	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
00	00	00

(iii) **Invalid** votes:

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

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Resolution-2:

To appoint a Director in the place of Mr. Devesh Singh Sahney (DIN: 00003956), who retires by rotation and being eligible, has offered himself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
72	8,83,868	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
00	00	00

(v) **Invalid** votes:

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

Note: Total 76 members voted for this resolution out of which 76 members voted in favour of the resolution but due to related party, we did not count 4 members vote in the favour of resolution.

Special Business:

Resolution-3:

To approve re-appointment of Mr. Devesh Singh Sahney (DIN: 00003956) as Managing Director, liable to retire by rotation:

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
72	8,83,868	100

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
00	00	00

(ii) **Invalid** votes:

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

Note: Total 76 members voted for this resolution out of which 76 members voted in favour of the resolution but due to related party, we did not count 4 members vote in the favour of resolution.

Resolution-4:

To approve the remuneration of Mr. Devesh Singh Sahney (DIN : 00003956) chairman and Managing Director of the Company for the further period from October 01, 2022 to September 30, 2025:

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
66	7,15,704	80.97

(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	1,68,164	19.03

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(ii) **Invalid** votes:

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

Note: Total 73 members voted for this resolution out of which 70 members voted in favour of the resolution but due to related party, we did not count 04 members vote in the favour of resolution.

Resolution-5:

To consider and approve for making investments, granting loans, giving guarantees, providing securities in excess of limits specified under section 186 of the companies act, 2013:

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
74	29,16,089	99.99

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	250	00.01

(ii) **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 all the Resolutions as contained in the AGM Notice dated May 24, 2022 have been passed with requisite majority.

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 11th 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: 2022.08.19
19:35:08 +05'30'

**Sanjog Naravankar
Proprietor
ACS: A37746, CP: 14125.
UDIN: A037746D000817657
Date: August 19, 2022
Place: Mumbai**

For NRB Industrial Bearings Limited

**VANDANA
DEEPAKKU
MAR YADAV** Digitally signed by
VANDANA
DEEPAKKUMAR YADAV
Date: 2022.08.19
20:09:17 +05'30'

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



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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	24-05-2022
Date of Issuance of Report to the company	19-08-2022

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Voting results



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Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in the place of Mr. Devesh Singh Sahney (DIN: 00003956), who retires by rotation and being eligible, has offered himself for re-appointment				
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		0	0.0000	0	0	0	0
	Poll	17953838	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	17953838	0	0.0000	0	0	0.0000	0.0000
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	0.0000	0	0	0	0
	Total	1750	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		883868	14.0854	883868	0	100.0000	0.0000
	Poll	6275062	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6275062	883868	14.0854	883868	0	100.0000	0.0000
Total	Total	24230650	883868	3.6477	883868	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution required: (Ordinary / Special)

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

Special

Yes

Description of resolution considered

To approve re-appointment of Mr. Devesh Singh Sahney (DIN: 00003956) as Managing Director, liable to retire by rotation

Category

Mode of voting

No. of shares held

No. of votes

% of Votes polled

No. of votes in

% of votes in

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