



NRC LIMITED

NRC LIMITED

CIN - U17120MH1946PLC005221

Registered Office :

67, Surajmal Building,

75, Nakhoda Street,

Mumbai - 400 003.

Tel No. 022 23464458

Works :

Phone - 421 102 (Kalyan),

Thane Dist., Maharashtra.

Tel. From Mumbai : 911-301311 / 14

STD : 0251-301311 / 14

Fax : 301316 / 17

Nylon Plant Fax : 301318

Hand Delivery/Courier

December 31, 2014

| | |
|--|---|
| <p>The Manager, Bombay Stock Exchange Limited, Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 Co. Code : 503780</p> | <p>Central Depository Services (India) Ltd. Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Mumbai - 400 001.</p> |
| <p>The Manager, National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Co. Code : NRC</p> | |

Dear Sirs,

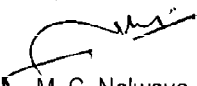
Sub : 66th Annual General Meeting - Scrutiny Reports etc.

We hereby submit the following Reports for your perusal:

1. E-voting Report
2. Clause 35A - Report
3. AGM Report
4. Polling Report
5. MGT-15 report

Please take the same on your records

Yours faithfully,
For NRC Limited


M. C. Nalwaya
Chief Financial Officer

Encl:a/a

Partners

Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashanker Hegde
Mr. Girish Desai

RS Ragini Chokshi & Co.

Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001
Web: csraginichokshi.com, Email: mail@csraginichokshi.com

Date 26/12/2014

Scrutinizer Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman,

**66th Annual General Meeting (AGM) of the Equity Shareholders of NRC LIMITED
to be held on 30th day of December, 2014 at 10:00 am at Rama & Sundri Waturmull
Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020.**

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretaries Firm having its Registered Office at 34, Kamer Bldg 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer of **NRC LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions, for the 66th Annual General Meeting of the Equity Shareholders of **NRC LIMITED** held on Tuesday, the 30th day of December, 2014 at 10:00 a.m. at **Rama & Sundri Waturmull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020.** We submit our report as under:

1. The e-voting period remained open from Friday, 26th December, 2014 at 9.00 a.m. and end on 26th December, 2014, at 6.00 p.m.
2. The Shareholders holding shares as on "Cut off" date i.e. on Friday 21st November, 2014 were entitled to vote on the proposed resolutions (Item no. 1 to 7 as set out in the Notice of the 66th AGM of **NRC LIMITED**)



3. The votes were unblocked on 26th December, 2014 around 6.16 p.m. in the presence of two witnesses, Mr. Pradip Dhuri (Residing at Subhash nagar building no.2, room no.49 chembur -Mumbai-400071.) and Ms. Bhaviika Bharat Jain (Residing at 340 J.S.S. Rd, Thakurdwar Rd, Atmaram Building, 3rd floor, Rn. 25Mumbai- 400 002) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

P. A. DHURI

Bhaviika

Name: Pradip Dhuri

Name: Bhaviika Bharat Jain

4. Thereafter, details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited".
5. Details of e-voting as under:

Resolution No.1: Ordinary Resolution : To receive, consider and adopt the Audited Accounts for the year ended on 31st March, 2014 and the reports of Directors and the Auditors thereon.

- (i) Voted in favour of the Resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 14 | 17417022 | 99.99 |

- (ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against Resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 183 | 0.01 |



(iii) **Invalid votes:**

| | |
|---|------------------------------------|
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
| NIL | NIL |

Resolution No.2: Ordinary Resolution: To appoint a Director in place of Shri K.N. Bhandari who retires from the office by rotation and being eligible, offers himself for re-appointment as a Non-independent Director.

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

| Number of members voted through electronic voting system | Number of votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 14 | 17417022 | 99.99 |

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

| Number of members voted through electronic voting system | Number of votes cast against Resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 183 | 0.01 |

(iii) **Invalid votes:**

| | |
|---|------------------------------------|
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
| NIL | NIL |



Resolution No.3: Ordinary Resolution: To appoint a Director in place of Dr. P.P. Shastri who retires from the office by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 14 | 17417022 | 99.99 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against Resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 183 | 0.01 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution No.4: Ordinary Resolution: To appoint M/s. Lodha & Co. Chartered Accountant as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board to fix their Remuneration.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 13 | 17416922 | 99.99 |



(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against Resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 2 | 283 | 0.01 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Resolution No.5: Ordinary Resolution: To appoint Ms. Savita Acharya as an Independent Director of the Company.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 14 | 17417022 | 99.99 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against Resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 183 | 0.01 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



Resolution No.6: Special Resolution: Adoption of new Articles of Association of the Company.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 13 | 17416922 | 99.99 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast against Resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 100 | 0.01 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Note: There was one shareholder who has neither voted in favour nor against.

Resolution No.7: Special Resolution: Re-appointment of Shri Arun Jain, as the Managing Director of the Company and fixation of Remuneration.

(i) Voted in favour of the Resolution:

| Number of members voted through electronic voting system | Number of votes cast in favour of Resolution | % of total number of valid votes cast |
|--|--|---------------------------------------|
| 14 | 17417022 | 99.99 |

(ii) Voted against the resolution:



| Number of members voted through electronic voting system | Number of votes cast against Resolution | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 1 | 183 | 0.01 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, is enclosed.
7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
For Ragini Chokshi & Co.

R. K. Chokshi
Mrs. Ragini Chokshi
Partner
Membership No. 2390
C.P. No. 1456



CHAIRMAN

NRC LIMITED

NRC LIMITED
 CIN - 17120MH1946PLC005227
 Registered Office:
 67, Surajmal Building,
 75, Nakhoda Street,
 Mumbai - 400 003,
 Tel No. 022 23484158

NRC LIMITED

CIN - 17120MH1946PLC005227

To receive, consider and adopt the Audited Accounts for the year ended on 31st March, 2014 and the Reports of the Directors and the Auditors thereon.

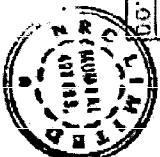
Details for reporting as per Clause 35A of listing agreement based on result of Poll

| Resolution No | Promoter/PUBLIC | 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 | Promoter and Promoter Group | 17421548 | 17382648 | 99.78 | 17382648 | 0 | 100 | 0.00 |
| 2 | Public - Institutional holders | 1607342 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| 3 | Public-Others | 18208523 | 34557 | 0.19 | 34374 | 183 | 99.47 | 0.53 |
| | Grand Totals | 37237413 | 17417205 | 46.77 | 17417022 | 183 | 100 | 0.09 |

FOR NRC LIMITED

M. C. NALWAYA
 CHIEF FINANCIAL OFFICER

Category = <All>
 All Ballot Results (Ballot No Wise)



NRC LIMITED
 CIN - L17120MH1946PLC005227
 To appoint a Director in place of Shri K. N. Bhandari who retires from the office by rotation and being eligible, offers himself for re-appointment as a Non-independent Director.

Details for reporting as per Clause 35A of listing agreement based on result of Poll

| Resolution No 2 | No. of Shares Held | No. of votes polled | % of Polled on outstanding shares [3]=([2]/[1])*100 | No. of Votes - In favour | No. of Votes - against | % of Votes in favour on polled votes [6]=([4]/[2])*100 | % of Votes against on polled votes [7]=([5]/[2])*100 |
|----------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
| 1 Promoter and Promoter Group | 17421548 | 17382648 | 99.78 | 17382648 | 0 | 100 | 0.00 |
| 2 Public - Institutional holders | 1607342 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| 3 Public-Others | 18208523 | 34557 | 0.19 | 34374 | 183 | 99.47 | 0.53 |
| Grand Totals | 37233413 | 17427205 | 46.77 | 17417022 | 183 | 100 | 0.00 |

Category = <All>
 All Ballot Results (Ballot No Wise)

For NRC LIMITED

M. C. NALWAYA
 CHIEF FINANCIAL OFFICER



NRC LIMITED
 CIN - L17120MH1946PLC005227
 Registered Office:
 67, Surajee Building,
 7B, Nakhoda Street,
 Mumbai - 400 063.
 Tel No. 022 4461459

NRC LIMITED
 CIN - 17120MH1946PLC005227
 Registered Office:
 67, Surajmal Building,
 76, Nakhoda Street,
 Mumbai - 400 003.
 Tel. No. 022 23464458

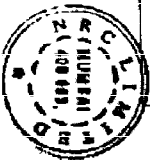
NRC LIMITED
 CIN - 17120MH1946PLC005227
 To appoint a Director in place of Dr. P. P. Shastri who retires from the office by retraction and being eligible, offers himself for re-appointment.

Details for reporting as per Clause 35A of listing agreement based on result of Poll

| Resolution No | No of A/Cs | No. of Shares Held | No. of votes polled | % of Votes outstandin g shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on polled votes | % of Votes against on polled votes |
|----------------------------------|--------------|--------------------|---------------------|--------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 1 Promoter and Promoter Group | 7 | [1] 17421548 | [2] 17382648 | 99.78 | [4] 17382648 | [5] 0 | [6] = [(4)/ (2)]*100 = 100 | [7] = [(5)/ (2)]*100 = 0.00 |
| 2 Public - Institutional holders | 35 | 1607342 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| 3 Public-Others | 26405 | 18203523 | 34557 | 0.19 | 34374 | 183 | 99.47 | 0.53 |
| GRAND TOTALS | 48487 | 37237413 | 17747205 | 46.77 | 17717022 | 183 | 100 | 0.53 |

Category = <All>
 All Ballot Results (Ballot No Wise)

For NRC LIMITED
 M. C. NALWAYA
 CHIEF FINANCIAL OFFICER



NRC LIMITED
 CIN - 117120MH1946PPLC005227
 Registered Office:
 97, Sufajivi Building,
 70, Veerkopra Street,
 Mumbai - 400 003.

To appoint M/s. Lodha & Co. Chartered Accountants as Auditors of the Company, to hold office from the date of signing till the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

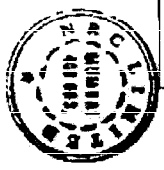
Resolution No 4 Details for reporting as per Clause 35A of listing agreement based on result of Poll

| Category | No. of Shares Held | No. of votes polled | % of Votes Polled on outstanding shares [3] = [(2) / (1)] * 100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on polled [5] = [(4) / (2)] * 100 | % of Votes against on polled [7] = [(5) / (2)] * 100 |
|----------------------------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
| 1 Promoter and Promoter Group | 17421548 | 17382648 | 99.78 | 17382648 | 0 | 100 | 0.00 |
| 2 Public - Institutional holders | 1607342 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| 3 Public - Others | 18208523 | 34557 | 0.19 | 34274 | 283 | 99.18 | 0.82 |
| Grand Totals | 37507413 | 17417205 | 46.77 | 17416922 | 283 | 100 | 0.00 |

Category = <All>
 All Ballot Results (Ballot No Wise)

For NRC LIMITED

M. G. NALWAYA
 CHIEF FINANCIAL OFFICER



NRC LIMITED
 CIN - L17120MH1946PLC005227
 Mumbai - 400 003.

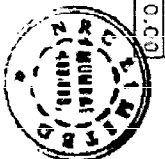
to consider duly, and enough to pass, with or without minor amendments, the following resolutions if any,
Resolution: "RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions if any,
 the Companies Act, 2013, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and pursuant
 to Article 85 of the Articles of Association of the Company, Ms Savita Acharya, who was appointed as an Additional Director
 of the Company on 9th November, 2014 and whose term of office expires at this Annual General Meeting in terms of
 Section 161 of the Companies Act, 2013, and in respect on

whom the Company has pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing her
 candidature for the office of Director, be and is hereby appointed as an independent Director of the Company"; "RESOLVED
 FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and
 things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to

Details for reporting as per Clause 35A of listing agreement based on result of poll

| Resolution No | Promoter /Public | No of A/Cs | 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 polled | % of Votes against on polled |
|---------------|--------------------------------|------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------|------------------------------|
| 1 | Promoter and Promoter Group | 7 | 17421548 | 17382648 | [3] = [(2) / (1)] * 100 | [4] | [5] | [6] = [(4) / (2)] * 100 | [7] = [(5) / (2)] * 100 |
| 2 | Public - Institutional holders | 35 | 1607342 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| 3 | Public-Owners | 26405 | 18208523 | 34557 | 0.19 | 34374 | 183 | 99.47 | 0.53 |
| | Grand Totals | 26447 | 37237413 | 17417205 | 46.77 | 17417022 | 183 | 100 | 0.60 |

For NRC LIMITED
 M. C. NALWAYA



NRC LIMITED

CIN - L17120MH1945PLC005227

NRC LIMITED
 C.V.V. 17120MH1945PLC005227
 Registered Office:
 67, Surajmal Building,
 75, Nakhoda Street,
 Mumbai - 400 003.
 Tel. No. 022 23464458

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:
 "RESOLVED THAT the Board of Directors of the Company has adopted new Articles of Association of the Company in its Board Meeting held on 19th November, 2014. Members of the Company consider to adopt the New Articles of Association"

Details for reporting as per Clause 35A of listing agreement based on result of Poll

| Resolution No | Promoter/Public | No of A/Cs | 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 polled | % of Votes against on polled |
|---------------|--------------------------------|------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------|------------------------------|
| 1 | Promoter and Promoter Group | 7 | 17421548 | 17382648 | 99.78 | 17382648 | 0 | 100 | 0.00 |
| 2 | Public - Institutional holders | 35 | 1607342 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| 3 | Public - Others | 26405 | 18208523 | 34374 | 0.19 | 34274 | 100 | 99.71 | 0.29 |
| | Grand Totals | 26412 | 37233413 | 17417022 | 45.77 | 17416922 | 100 | 100 | 0.00 |

Category = <All>
 All Ballot Results (Ballot No Wise)

FOR NRC LIMITED
 M. G. NALWAYA
 CHIEF FINANCIAL OFFICER



NRC LIMITED

CIN - L17120MH1946PLC005227

NRC LIMITED
 Registered Office:
 75, Sakinaka Building,
 75, Sakinaka Street,
 Mumbai - 400 032.
 Tel. No. 022 23464458

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution: **RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and such other approvals as may be necessary, the Company hereby accords its approval and consent to the re-appointment of Shri. Arun Jain, as the Managing Director for a period of three years with effect from 25th January, 2014 on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto, subject to such conditions and modifications, if any, that may be imposed by the Central Government in granting their approval and as may be acceptable to the Board of Directors and Shri. Arun Jain. **RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any year during the tenure of the Managing Director, Shri. Arun Jain shall be paid the remuneration including the perquisites as minimum remuneration as set out in the Explanatory Statement annexed. **RESOLVED** lastly that the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and

Resolution No 7

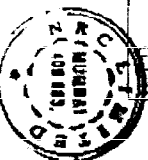
Details for reporting as per Clause 35A of listing agreement based on result of Poll

| Resolution No | Promoter/Pu blic | No of A/Cs | 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 | Promoter and Promoter-Group | 7 | 17421548 | 17382648 | [3]=[2]/[1]*100 99.78 | [4] | [5] | [6]=[4]/[2]*100 100 | [7]=[5]/[2]*100 0.00 |
| 2 | Public - Institutional holders | 35 | 1607342 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| 3 | Public-Others | 26405 | 18208523 | 34557 | 0.19 | 34374 | 183 | 99.47 | 0.53 |
| | Grand Totals | 26412 | 37237413 | 17417205 | 46.77 | 17417022 | 183 | 100 | 0.53 |

For NRC LIMITED

M. C. NALWAYA

CHIEF FINANCIAL OFFICER



SUMMARY OF VOTING (AGM 2014)
NRC LIMITED
Statement of Postal Ballots received in respect of the resolutions

| Resolution No | Resolution | Assent | % | Dissent | % | Total | % | Invalid | Total Votes Cast |
|---------------|--|--------------------|--------|---------|-------|----------|--------|---------|------------------|
| 1 | To receive, consider and adopt the Audited Accounts for the year ended on 31st March, 2014 and the Reports of the Directors and the Auditor thereon. No. of Securities No. of Ballots | 17417022 100.00 | 100.00 | 183 | 0.00 | 17417205 | 100.00 | 0 | 17417205 |
| 2 | To appoint a Director in place of Shri K. N. Bhandari who retires from the office by rotation and being eligible, offers himself for re-appointment as a Non-Independent Director. No. of Securities No. of Ballots | 17417022 100.00 | 100.00 | 1 | 6.67 | 15 | 100.00 | 0 | 15 |
| 3 | To appoint a Director in place of Dr. P. P. Shah, who retires from the office by rotation and being eligible, offers himself for re-appointment. No. of Securities No. of Ballots | 17417022 100.00 | 100.00 | 1 | 6.67 | 15 | 100.00 | 0 | 15 |
| 4 | To appoint M/s. Laddha B. Co. Chartered Accountants as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to continue with the Board for a further re-nomination. No. of Securities No. of Ballots | 17417022 100.00 | 100.00 | 1 | 6.67 | 15 | 100.00 | 0 | 15 |
| 5 | To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution: "RESOLVED THAT pursuant to Section 169, 152 and other applicable provisions, if any, the Companies Act, 2013 and the Rules made thereunder read with Schedule V of the Companies Act, 2013 and pursuant to Article 85 of the Articles of Association of the Company, K's Savita Acharya who was appointed as an Additional Director of the Company on 19th November, 2014 and whose term of office expires at the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect on whom the Company has pursuant to Section 160 of the Companies Act, 2013, received a notice in writing proposing her candidature for the office of Director, do and is hereby re-appointed as an Independent Director of the Company." "RESOLVED FURTHER THAT Board of Directors of the Company do and is hereby authorized to do all such acts, deeds, matters and things in all respects as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto as may be necessary." No. of Securities No. of Ballots | 17416922 100.00 | 100.00 | 283 | 0.00 | 17417205 | 100.00 | 0 | 17417205 |
| 6 | To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution: "RESOLVED THAT the Board of Directors of the Company has approved new Articles of Association of the Company in its Board Meeting held on 19th November, 2014. Members of the Company consider to adopt the new Articles of Association." No. of Securities No. of Ballots | 17416922 100.00 | 100.00 | 2 | 13.33 | 15 | 100.00 | 0 | 15 |

NRC LIMITED
CIN - 1712JMH1946PLC096127
Registered Office:
67 Surajmal Building,
75 Nakhoda Street,
Mumbai - 400 003



To Consider and if thought fit to pass, with or without modification, the following Resolution of the Board of Directors of NRC LIMITED THAT pursuant to the provisions of Sections 198, 205, 309 and 356 of the Companies Act, 1956 and subject to the approval of the Central Government and such other approvals as may be necessary, the Company hereby records its approval and consent to the re-appointment of Shri. Arun Jain, as the Managing Director for a period of three years with effect from 25th January, 2024 on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto to be subject to such conditions and modifications if any that may be imposed by the Central Government in writing. That approval and as may be acceptable to the Board of Directors and Shri. Arun Jain. "RESOLVE OF FURTHER THAT in the event of absence or inadequacy of profit in any year during the tenure of the Managing Director, Shri. Arun Jain shall be paid the remuneration including the perquisites as mentioned in the explanatory statement annexed hereto." "RESOLVE OF FURTHER THAT the remuneration as set out in the explanatory statement annexed hereto."

| No. of Securities | No. of Ballots | 17417022 | 100.00 | 93.33 | 183 | 0.00 | 17417205 | 100.00 | 120.00 | 0 | 17417205 |
|-------------------|----------------|----------|--------|-------|-----|------|----------|--------|--------|---|----------|
| | | 14 | | | 1 | 6.67 | 15 | | | 0 | 15 |

NRC LIMITED

CIN: U72300MH1997PLC000227

Registered Office:

87 Surajmai Building,

75, Nekhoda Street,

Mumbai - 400 003.

Tel. No. 022 2 3464458

All Ballot Results (Ballot No wise)

Handwritten signature



Partners

Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.

Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date 31/12/2014

FORM No. MGT-13
Report of Scrutinizer

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

To
The Chairman,

**66th Annual General Meeting (AGM) of the Equity Shareholders of NRC
LIMITED held on 30th day of December, 2014 at 10:00 am at Rama & Sundri
Waturmull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate ,
Mumbai-400 020.**

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretaries Firm having its registered office at 34, Kamer Bldg 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at 66th Annual General Meeting of the Equity Shareholders of **NRC LIMITED** held on 30th day of December, 2014 at 10:00 a.m, at Rama & Sundri Waturmull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020, submit our report as under:

1. Pursuant to Section 108 of the Companies Act, 2013 and Rule 13 of Companies (Management & Administration Rules) 2014, the company had provided facility to its member exercise their vote electronically for 66th AGM on the CSDL e-voting platform. Report on the same has been already submitted by us to the Chairman.
2. The Chairman ordered the poll but the members did not vote through the poll stand, they affirmed their unanimous support to all the resolutions enlisted in notice convening the meeting.



3. The details of members attending the AGM are as follows :

| Members present in | No of persons | Number of Shares held |
|--------------------|---------------|-----------------------|
| Person | 73 | 89,039 |
| Proxy | 0 | 0 |
| Corporate Bodies | 5 | 1,77,95,377 |
| Total | 78 | 1,78,84,416 |

4. The following resolutions were unanimously approved by the shareholders:

Resolution No.1: Ordinary Resolution : To receive, consider and adopt the Audited Accounts for the year ended on 31st March, 2014 and the reports of Directors and the Auditors thereon.

Voted in favour of resolution

| Number of members present and voted | Number of Shares held | % of total number of valid votes cast |
|-------------------------------------|-----------------------|---------------------------------------|
| 78 | 1,78,84,416 | 100 |

Resolution No.2: Ordinary Resolution: To appoint a Director in place of Shri K.N. Bhandari who retires from the office by rotation and being eligible, offers himself for re-appointment as a Non-independent Director.

Voted in favour of resolution

| Number of members present and voted | Number of Shares held | % of total number of valid votes cast |
|-------------------------------------|-----------------------|---------------------------------------|
| 78 | 1,78,84,416 | 100 |



Resolution No.3: Ordinary Resolution: To appoint a Director in place of Dr. P.P. Shastri who retires from the office by rotation and being eligible, offers himself for re-appointment.

Voted in favour of resolution

| Number of members present and voted | Number of Shares held | % of total number of valid votes cast |
|-------------------------------------|-----------------------|---------------------------------------|
| 78 | 1,78,84,416 | 100 |

Resolution No.4: Ordinary Resolution: To appoint M/s. Lodha & Co. Chartered Accountant as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board to fix their Remuneration.

Voted in favour of resolution

| Number of members present and voted | Number of Shares held | % of total number of valid votes cast |
|-------------------------------------|-----------------------|---------------------------------------|
| 78 | 1,78,84,416 | 100 |

Resolution No.5: Ordinary Resolution: To appoint Ms. Savita Acharya as an Independent Director of the Company.

Voted in favour of resolution

| Number of members present and voted | Number of Shares held | % of total number of valid votes cast |
|-------------------------------------|-----------------------|---------------------------------------|
| 78 | 1,78,84,416 | 100 |



Resolution No.6: Special Resolution: Adoption of new Articles of Association of the Company.

Voted in favour of resolution

| Number of members present and voted | Number of Shares held | % of total number of valid votes cast |
|-------------------------------------|-----------------------|---------------------------------------|
| 78 | 1,78,84,416 | 100 |

Resolution No.7: Special Resolution: Re-appointment of Shri Arun Jain, as the Managing Director of the Company and fixation of Remuneration.

Voted in favour of resolution

| Number of members present and voted | Number of Shares held | % of total number of valid votes cast |
|-------------------------------------|-----------------------|---------------------------------------|
| 78 | 1,78,84,416 | 100 |

Thanking You,

Place: Mumbai

Date: 21/12/2014



CHAIRMAN
NRC LIMITED



Yours faithfully,

FOR RAGINI CHOKSHI & CO.

R. K. CHOKSHI

MRS. RAGINI CHOKSHI
(Partner)
C.P. Number :1436
Membership number:2390



NRC LIMITED

Corporate & Regd. Office
 Ewart House, Homi Modi Street, Fort, Mumbai-400 001
 Tel.: (022) 2265 2490, Fax : 2265 1347
 Website www.nrclimited.com

NRC LIMITED
 CIN: L17120MH1946PLC005227

Registered Office:
07 Surajmal Building,
75, Nakhoda Street,
Mumbai - 400 003.
 Tel No. 022 23464458

FORM MGT-15

Form for filing Report of Annual General Meeting

Pursuant to Section 121(1) of the Companies Act, 2013 and Rule 31(2) of the Companies Management & Administration Rules, 2014.

1) (a) CIN :- L17120MH1946PLC005227 (b) GLN:-

2) (a) Name of the Company:- NRC LIMITED

(b) Registered Office of the Company: - 67, Ground Floor, 75, Surajmal Building, Nakhoda Street, Pydhonie, Mandvi, Mumbai- 400 003.

(c) email id of the Company – nrclimited@gmail.com

3) Details of the meeting

i) Day, Date, Hour of Annual General Meeting :- Tuesday, 30th December, 2014 at 10.00 A.M.

ii) Venue of Annual General Meeting :- Rama & Sundri Waturmull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai-400 020.

iii) Whether Chairman of the meeting appointed :- The chairman of the Company took the Chair and presided over the meeting.

iv) No of members attending the meeting :- 78

v) Whether requisite majority present : Yes

vi) Business transacted at the meeting and result thereof :

| Sr.no | Business transacted at the meeting | Type of Resolution | Result |
|-------|---|--------------------|--------|
| 1) | To receive, consider and adopt the Audited Accounts for the year ended on 31st March, 2014 and the reports of Directors and the Auditors thereon. | Ordinary | Passed |
| 2) | To appoint a Director in place of Shri K.N. Bhandari who retires from the office by rotation and being eligible, offers himself for re-appointment as a Non-independent Director. | Ordinary | Passed |
| 3) | To appoint a Director in place of Dr. P.P. Shastri who retires from the office by rotation and being eligible, offers himself for re-appointment. | Ordinary | Passed |



NRC LIMITED

Corporate & Regd. Office
Ewart House, Bomi Modi Street, Fort, Mumbai-400 001
Tel.: (022) 2265 2490, Fax : 2265 1347
Website www.nrclimited.com

| | | | |
|----|---|----------|--------|
| 4) | To appoint M/s. Lodha & Co. Chartered Accountant as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board to fix their Remuneration. | Ordinary | Passed |
| 5) | To appoint Ms. Savita Acharya as an Independent Director of the Company. | Ordinary | Passed |
| 6) | Adoption of new Articles of Association of the Company. | Special | Passed |
| 7) | Re-appointment of Shri Arun Jain, as the Managing Director of the Company and fixation of Remuneration. | Special | Passed |

- vii) Particulars with respect to adjournment of meeting and change in venue : N.A
viii) Particulars with respect to postponement of meeting and change in venue: N.A
ix) Any other matter points relevant for inclusion in report.

4). Fair Summary of proceedings of the meeting.

The Chairman, Mr. G.P. Goneka took the Chair and after ascertaining quorum called the meeting to order. 80 Members attended in person. Mr. G.P. Goneka, Chairman of the meeting explained members present, the future plans of the company. Mr. G.P. Goneka, Chairman of the meeting replied to all the queries raised by the member's w.r.t future plans. Thereafter Chairman replied to queries raised by members and ordered a poll. The members unanimously support all resolution set in Notice and the meeting concluded with vote of thanks to Chair.

5). Confirmed that the meeting was called, convened, held and conducted as per the provisions of the Act, the rules and secretarial standards made as under. Yes

G. P. GOENKA

Signed and Dated by Chairman of the meeting

NRC LIMITED

CIN - 17120MH1946PLC000227

Registered Office:

67, Surajmal Building,

75, Nakhoda Street,

Mumbai - 400 003.

Tel No. 022 23464458