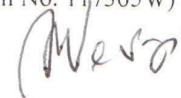


**INDEPENDENT AUDITORS' REVIEW REPORT
TO THE BOARD OF DIRECTORS OF
NRB INDUSTRIAL BEARINGS LIMITED**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **NRB INDUSTRIAL BEARINGS LIMITED** ("the Company") for the Three and Twelve Months ended December 31, 2014 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards notified under the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014) and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the Three and Twelve Months ended December 31, 2014 of the Statement, from the details furnished by the Management / Registrar.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants
(Firm Registration No. 1117365W)



U. M. Neogi
Partner

(Membership No. 30235)

MUMBAI, February 10, 2015

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PART I Statement of Standalone Unaudited Financials Results for the Three and Twelve Months ended December 31, 2014						Rs. in Lacs
Particulars (Refer Notes below)	3 Months Ended	3 Months Ended	3 Months Ended	Year to date 12 Months Ended	Previous Financial Year	
	31.12.14	30.09.14	31.12.13	31.12.14	01.10.12 to 31.12.13	
	(Unaudited)	(Unaudited)	(Audited) (Refer Note 8)	(Unaudited)	(Audited)	
1 Income from operations						
(a) Net sales/income from operations (Net of excise duty)	745.55	736.87	773.58	2,873.85	2,897.21	
(b) Other operating income	16.98	15.81	42.28	76.05	104.66	
Total income from operations (net)	762.53	752.68	815.86	2,949.90	3,001.87	
2 Expenses						
(a) Cost of materials consumed	301.19	211.41	282.12	880.31	1,536.49	
(b) Purchase of stock-in-trade	27.14	48.38	-	132.06	-	
(c) Consumption of stores and spares	58.71	33.07	35.44	168.94	354.92	
(d) Changes in inventories of finished goods and work-in-progress	(29.71)	127.61	224.42	284.02	(541.40)	
(e) Employee benefits expense (Refer Note 6)	270.10	260.05	223.27	1,038.07	1,023.70	
(f) Depreciation and amortisation expense	192.24	169.23	217.80	693.84	693.47	
(g) Other expenses	329.31	302.22	509.19	1,076.85	2,015.57	
Total expenses	1,148.98	1,151.97	1,492.24	4,274.09	5,082.75	
3 Loss from operations before other income, finance costs and exceptional items (1-2)	(386.45)	(399.29)	(676.38)	(1,324.19)	(2,080.88)	
4 Other income	29.95	48.30	19.32	116.65	153.10	
5 Loss from ordinary activities before finance costs and exceptional items (3+4)	(356.50)	(350.99)	(657.06)	(1,207.54)	(1,927.78)	
6 Finance costs (Refer Note 4)	296.55	234.23	94.72	943.94	688.09	
7 Loss from ordinary activities after finance costs but before exceptional items (5-6)	(653.05)	(585.22)	(751.78)	(2,151.48)	(2,615.87)	
8 Exceptional items (Refer Note 5)	-	-	-	453.44	192.85	
9 Loss from ordinary activities before tax (7+8)	(653.05)	(585.22)	(751.78)	(1,698.04)	(2,423.02)	
10 Tax expense - Deferred tax (credit) / charge	-	-	-	-	(106.12)	
11 Net Loss from ordinary activities after tax (9-10)	(653.05)	(585.22)	(751.78)	(1,698.04)	(2,316.90)	
12 Extraordinary items (net of tax expense Rs. Nil)	-	-	-	-	-	
13 Net Loss for the period (11-12)	(653.05)	(585.22)	(751.78)	(1,698.04)	(2,316.90)	
14 Paid-up equity share capital (Face value of the share Rs. 2 each)	484.61	484.61	484.61	484.61	484.61	
15 Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year					3,381.56	
16.i Earnings per share (before extraordinary items) of Rs. 2 each:(not annualised):						
Basic and Diluted (In Rs.)	(2.70)	(2.42)	(3.10)	(7.01)	(9.56)	
16.ii Earnings per share (after extraordinary items) (not annualised):						
Basic and Diluted (In Rs.)	(2.70)	(2.42)	(3.10)	(7.01)	(9.56)	

PART II Select information for the Three and Twelve Months ended December 31, 2014					
Particulars	3 Months Ended	3 Months Ended	3 Months Ended	Year to date 12 Months Ended	Previous Financial Year
	31.12.14	30.09.14	31.12.13	31.12.14	01.10.12 to 31.12.13
	(Unaudited)	(Unaudited)	(Audited) (Refer Note 8)	(Unaudited)	(Audited)
A PARTICULARS OF SHAREHOLDING					
1 Public shareholding					
- Number of shares	6744362	6629362	6682629	6744362	6682629
- Percentage of shareholding	27.83	27.36	27.58	27.83	27.58
2 Promoters and Promoter Group Shareholding					
a) Pledged / Encumbered					
- Number of shares	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	NA	NA	NA	NA	NA
- Percentage of shares (as a % of the total share capital of the company)	NA	NA	NA	NA	NA
b) Non - encumbered					
- Number of shares	17486288	17601288	17548021	17486288	17548021
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100	100	100	100	100
- Percentage of shares (as a % of the total share capital of the company)	72.17	72.64	72.42	72.17	72.42
B INVESTOR COMPLAINTS					
Pending at the beginning of the quarter	-	-	-	-	-
Received during the quarter	-	-	-	-	-
Disposed of during the quarter	-	-	-	-	-
Remaining unresolved at the end of the quarter	-	-	-	-	-

Notes:

- The above financial results of the Company for three and twelve months ended December 31, 2014 were reviewed by the Audit Committee, approved by the Board of Directors at its meeting held on February 10, 2015 and have been subjected to a "Limited Review" by the Statutory Auditors.
 - The Operations of the company fall within a single primary segment viz. Industrial bearings.
 - The Scheme of Arrangement for the demerger of Industrial Bearings Undertaking of NRB Bearings Limited (NRB) and vesting in the Company from the appointed date i.e. October 1, 2012 (the Scheme) was approved by the Hon'ble High Court of Bombay vide its Order dated August 24, 2012 and the Scheme became effective on October 1, 2012 after filing of the certified true copy of the said Order with the Registrar of Companies (ROC).
- The equity shares of the Company (allotted in consideration of transfer and vesting of the Industrial Bearings Undertaking) were listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) on April 9, 2013.

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- 4 Finance costs for the three and twelve months ended December 31, 2014 includes exchange loss of Rs.102.72 lacs arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interests cost.

- 5 Exceptional items comprise of the following:

Particulars	Year to date 12 Months Ended	Previous Financial Year
	31.12.14	01.10.12 to 31.12.13
(i) Expenses relating to transfer and vesting of Industrial Bearings Undertaking.	-	(48.46)
(ii) Profit on sale of current investment in joint venture Company Schneeberger India Private Limited.	-	241.31
(iii) Profit on assignment of leasehold rights in the plot of land at Aurangabad with building structure thereon.	268.44	-
(iv) Profit on grant of exclusive rights to use part of the 3rd floor of building Dhannur at Mumbai.	185.00	-
Total	453.44	192.85

Particulars	3 Months Ended	3 Months Ended	3 Months Ended	Year to date 12 Months	Previous Financial Year
	31.12.14	30.09.14	31.12.13	31.12.14	01.10.12 to 31.12.13
Employee benefits expense includes remuneration paid to the Managing Director which is subject to approval by the Central Government.	16.17	16.25	4.98	55.69	28.81
Pursuant to the application made by the Company for approval of the remuneration for the period 1 October 2012 to 30 September 2017, during the quarter ended 30 September, 2014 the Central Government has approved basic remuneration and cash allowances for the period 1 October 2012 to 31 March 2014 and has not specifically addressed perquisites paid to the Managing Director of the Company. The Company has submitted an application to the Central Government for obtaining clarification / approval for the balance amount of remuneration relating to the aforesaid period. The Company is in the process of making a revised application to the Central Government for the approval of remuneration for the period 1 April 2014 to 30 September 2017. In terms of Clause 12.1 of the Scheme referred to in Note 3 above, the terms and conditions of the employment of all the employees transferred from NRB shall not be less favorable than those applicable to them with reference to NRB in relation to Industrial Bearing Undertaking on the effective date. Since the remuneration paid to the Managing Director is the same as that was paid to him by NRB as Executive Director, the Company is confident of getting approval from the Central Government for the remuneration paid / payable. Pending such clarification / approval, the Managing Director holds the remuneration paid in trust for the company.					

7 **Standalone Statement of Assets and Liabilities**

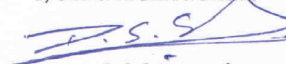
Particulars	As at 31.12.2014	As at 31.12.2013
	Rs. lacs	Rs. lacs
	Unaudited	Audited
A. EQUITY AND LIABILITIES		
(1) Shareholders' Funds		
(a) Share Capital	484.61	484.61
(b) Reserves and Surplus	1,683.52	3,381.56
Sub-total - Shareholders' funds	2,168.13	3,866.17
(2) Non-Current Liabilities		
(a) Long term borrowings	3,195.85	5,711.89
(b) Deferred tax liabilities (Net)	-	-
(c) Long term provisions	36.74	35.72
Sub-total - Non-current liabilities	3,232.59	5,747.61
(3) Current Liabilities		
(a) Short term borrowings	6,166.15	2,914.93
(b) Trade payables	846.87	1,909.75
(c) Other current liabilities	3,653.15	4,233.72
(d) Short-term provisions	15.65	6.61
Sub-total - Current liabilities	10,681.82	9,065.01
TOTAL - EQUITY AND LIABILITIES	16,082.54	18,678.79
B. ASSETS		
(1) Non-current assets		
(a) Fixed assets	11,175.17	10,982.80
(b) Non-current investments	420.00	420.00
(c) Long term loans and advances	246.61	205.93
(d) Other non current assets	385.71	763.48
Sub-total - Non-current assets	12,227.49	12,372.21
(2) Current assets		
(a) Inventories	1,619.33	1,927.87
(b) Trade receivables	800.43	770.63
(c) Cash and Cash Equivalents	58.75	46.70
(d) Short-term loans and advances	897.18	1,148.46
(e) Other current assets	479.36	2,412.92
Sub-total - Current assets	3,855.05	6,306.58
TOTAL - ASSETS	16,082.54	18,678.79

- 8 Figures of the corresponding three months ended December 31, 2013 are the balancing figures between audited figures in respect of the full financial year ended December 31, 2013 and published year to date figures upto the fourth quarter of that financial year.

- 9 Pursuant to Section 2(41) of the Companies Act 2013, current financial year of the Company is for the period from January 1, 2014 to March 31, 2015.

- 10 Figures for the previous periods / financial year have been regrouped / restated where necessary to conform to the current period's classification.

By Order of the Board of Directors


D. S. Sahney
Managing Director

Place : Mumbai
Date : February 10, 2015

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