

August 10, 2019

BSE Limited Corporate Relationship Department 1 st Floor, P.J. Towers, Dalal Street Mumbai 400 001	National Stock Exchange of India Limited Listing Department-Corporate Services Exchange Plaza, 5 th Floor, Plot No. C/1 Bandra Kurla Complex Bandra East, Mumbai 400051
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Code No. 530367/ NRBBEARING

Sub: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") — Details of voting results of the 54th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the Listing Regulations, we enclose herewith the following in respect of the 54th Annual General Meeting (AGM) of the Company held on Friday, August 9, 2019 at 3:30 p.m. at the M. C. Ghia Hall, Dubash Marg, Mumbai 400 001.

1. Disclosure of the voting results of the businesses transacted at the AGM as required under Regulation 44(3) of the SEBI Listing Regulations.
2. Report of the scrutinizer dated August 10, 2019, pursuant to Section 108 of the Companies Act, 2013.

We request you to kindly take the same on record

Thanking you,

Sincerely,
For NRB Bearings Limited


Shruti Joshi
Company Secretary

Voting Results of the 54th AGM of NRB Bearings Limited held on August 9, 2019.

Sr.No.	Particulars	Details
1	Date of the AGM	Friday, August 9, 2019
2	Total number of shareholders on record date	24,849
3	No. of shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public	2 32
4	No. of shareholders attended the meeting through video conferencing: - Promoters and Promoter Group - Public	Not Applicable

The mode of voting for all the resolutions was remote e-voting conducted between Tuesday, August 6, 2019 to Thursday, August 8, 2019 and ballot voting at the AGM.

Sr. No.	Particulars	Resolution	Remarks
1	Adoption of Audited Financial Statements(Stand-alone and consolidated)together with the Reports of the Board of Directors and Auditors thereon for the financial year ended March 31,2019	Ordinary	Passed with requisite majority
2	Declaration of dividend on equity shares for the financial year ended March 31, 2019	Ordinary	Passed with requisite majority
3	Appointment of a Director in place of Mr. D. S. Sahney (DIN 00003956) who retires by rotation and being eligible has offered himself for re-appointment	Ordinary	Passed with requisite majority
4	Ratification of the Remuneration of M/s Nanabhoy and Co., Cost Accountants for the financial year ending March 31, 2020	Ordinary	Passed with requisite majority
5	Appointment of Mr. Satish Rangani (DIN 00209069) as a Director of the Company, liable to retire by rotation	Ordinary	Passed with requisite majority
6	Appointment of Mr. Tashwinder Singh (DIN 006572282) as Independent Director of the Company for a second term	Special	Passed with requisite majority
7	Appointment of Ms. Vishakha R.M. (DIN 07108012) as an Independent Director of the Company for a term of five (5) consecutive years	Ordinary	Passed with requisite majority
8	Approval of annual remuneration exceeding Rs. 5.00 crores or 2.5% of the net profits, whichever is higher to Ms. Harshbeena Zaveri, Vice Chairman & Managing Director	Special	Passed with requisite majority

Resolution required : (Ordinary / Special)			Resolution No.1 - Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	49197436	43456691	88.33	43456691	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	49197436	43456691	88.33	43456691	0	100.00	0.00
Public-Institutions	E-Voting	33115539	23576899	71.20	23576899	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	33115539	23576899	71.20	23576899	0	100.00	0.00
Public- Non Institutions	E-Voting	14609625	16793	0.11	16790	3	99.98	0.02
	Poll		83	0.00	83	0	100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	14609625	16876	0.12	16873	3	99.98	0.02
Total		96922600	67050466	69.18	67050463	3	100.00	0.00

Resolution required : (Ordinary / Special)			Resolution No.2 -Ordinary					
Whether promoter/ promoter group are interested in the			No					
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	49197436	43456691	88.33	43456691	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	49197436	43456691	88.33	43456691	0	100.00	0.00
Public- Institutions	E-Voting	33115539	23625046	71.34	23625046	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	33115539	23625046	71.34	23625046	0	100.00	0.00
Public- Non Institutions	E-Voting	14609625	3648281	24.97	3648278	3	100.00	0.00
	Poll		83	0.00	83	0	100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	14609625	3648364	24.97	3648361	3	100.00	0.00
Total		96922600	70730101	72.98	70730098	3	100.00	0.00

Resolution required : (Ordinary / Special)			Resolution No.3 - Ordinary					
Whether promoter/ promoter group are interested in the			No					
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	49197436	43456691	88.33	43456691	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	49197436	43456691	88.33	43456691	0	100.00	0.00
Public- Institutions	E-Voting	33115539	23083366	69.71	22571368	511998	97.78	2.22
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	33115539	23083366	69.71	22571368	511998	97.78	2.22
Public- Non Institutions	E-Voting	14609625	3648281	24.97	3648278	3	100.00	0.00
	Poll		83	0.00	83	0	100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	14609625	3648364	24.97	3648361	3	100.00	0.00
Total		96922600	70188421	72.42	69676420	512001	99.27	0.73

Resolution required : (Ordinary / Special)			Resolution No.4 - Ordinary					
Whether promoter/ promoter group are interested in the			No					
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	49197436	43456691	88.33	43456691	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	49197436	43456691	88.33	43456691	0	100.00	0.00
Public- Institutions	E-Voting	33115539	23625046	71.34	23625046	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	33115539	23625046	71.34	23625046	0	100.00	0.00
Public- Non Institutions	E-Voting	14609625	3648281	24.97	3648278	3	100.00	0.00
	Poll		83	0.00	83	0	100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	14609625	3648364	24.97	3648361	3	100.00	0.00
Total		96922600	70730101	72.98	70730098	3	100.00	0.00

Resolution required : (Ordinary / Special)			Resolution No.5 -Ordinary					
Whether promoter/ promoter group are interested in the			No					
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	49197436	43456691	88.33	43456691	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	49197436	43456691	88.33	43456691	0	100.00	0.00
Public-Institutions	E-Voting	33115539	23625046	71.34	23625046	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	33115539	23625046	71.34	23625046	0	100.00	0.00
Public- Non Institutions	E-Voting	14609625	3648281	24.97	3648262	19	100.00	0.00
	Poll		83	0.00	83	0	100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	14609625	3648364	24.97	3648345	19	100.00	0.00
Total		96922600	70730101	72.98	70730082	19	100.00	0.00

Resolution required : (Ordinary / Special)			Resolution No.6 - Special					
Whether promoter/ promoter group are interested in the			No					
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	49197436	43456691	88.33	43456691	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	49197436	43456691	88.33	43456691	0	100.00	0.00
Public- Institutions	E-Voting	33115539	23625046	71.34	23625046	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	33115539	23625046	71.34	23625046	0	100.00	0.00
Public- Non Institutions	E-Voting	14609625	3648281	24.97	3648262	19	100.00	0.00
	Poll		83	0.00	83	0	100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	14609625	3648364	24.97	3648345	19	100.00	0.00
Total		96922600	70730101	72.98	70730082	19	100.00	0.00

Resolution required : (Ordinary / Special)			Resolution No.7 - Ordinary					
Whether promoter/ promoter group are interested in the			No					
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	49197436	43456691	88.33	43456691	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	49197436	43456691	88.33	43456691	0	100.00	0.00
Public- Institutions	E-Voting	33115539	23625046	71.34	23625046	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	33115539	23625046	71.34	23625046	0	100.00	0.00
Public- Non Institutions	E-Voting	14609625	3648281	24.97	3648278	3	100.00	0.00
	Poll		83	0.00	83	0	100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	14609625	3648364	24.97	3648361	3	100.00	0.00
Total		96922600	70730101	72.98	70730098	3	100.00	0.00

Resolution required : (Ordinary / Special)			Resolution No.8 - Special					
Whether promoter/ promoter group are interested in the			Yes					
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	49197436	43456691	88.33	43456691	0	100.00	0.00
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	49197436	43456691	88.33	43456691	0	100.00	0.00
Public-Institutions	E-Voting	33115539	21239574	64.14	20896088	343486	98.38	1.62
	Poll		0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	33115539	21239574	64.14	20896088	343486	98.38	1.62
Public- Non Institutions	E-Voting	14609625	16793	0.11	16676	117	99.30	0.70
	Poll		83	0.00	83	0	100.00	0.00
	Postal Ballot (if applicable)			0.00			0.00	0.00
	Total	14609625	16876	0.12	16759	117	99.31	0.69
Total		96922600	64713141	66.77	64369538	343603	99.47	0.53

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffmail.com

Shri Tashwinder Singh
Chairman,
NRB Bearings Ltd.,
Dhannur, 15 Sir, P.M. Road,
Fort
Mumbai-400 001.

Dear Sir,

**Sub: Combined Report on E-voting and voting by Ballot conducted at
the 54th Annual General Meeting of NRB Bearings Ltd.**

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 54th Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 54th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Ballot at the 54th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Ballot carried out for the resolutions proposed to be passed at the 54th AGM of the Shareholders of the Company, held on Friday, the 9th August, 2018.
- 4) M/s. Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.
- 5) My responsibility as a scrutinizer for voting on Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 54th AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the CDSL and also votes cast on Ballot, I submit the consolidated results of the e-voting and the Ballot as under:



...2/-

: 2 :

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	46	67050380	100.00	3	3	0.00	2	3679635
Ballot	5	83	100.00	0	0	0.00	0	0
Combined	51	67050463	100.00	3	3	0.00	2	3679635

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To declare Final Dividend on Equity Shares for the year ended 31st March 2019.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	48	70730015	100.00	3	3	0.00	0	0
Ballot	5	83	100.00	0	0	0.00	0	0
Combined	53	70730098	100.00	3	3	0.00	0	0

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Mr. D. S. Sahney (DIN:00003956) who retires by rotation and is eligible for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	40	69676337	99.27	10	512001	0.73	1	541680
Ballot	5	83	100.00	0	0	0.00	0	0
Combined	45	69676420	99.27	10	512001	0.73	1	541680

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said ordinary resolution may be declared passed.

...3/-



: 3 :

Resolution No. 4: Ordinary Resolution: To ratify the remuneration of M/s. Nanabhoy and Co., Cost Accountants for the financial year ending March 31, 2020.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	48	70730015	100.00	3	3	0.00	0	0
Ballot	5	83	100.00	0	0	0.00	0	0
Combined	53	70730098	100.00	3	3	0.00	0	0

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 5: Ordinary Resolution: To appoint Mr. Satish Rangani (DIN: 00209069) as a Director of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	47	70729999	100.00	4	19	0.00	0	0
Ballot	5	83	100.00	0	0	0.00	0	0
Combined	52	70730082	100.00	4	19	0.00	0	0

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 6: Special Resolution: Re-appointment of Mr. Tashwinder Singh as an Independent Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	47	70729999	100.00	4	19	0.00	0	0
Ballot	5	83	100.00	0	0	0.00	0	0
Combined	52	70730082	100.00	4	19	0.00	0	0

Since the combined number of votes cast in favour of the resolution is more than three times the votes cast against the resolution, the said special resolution may be declared passed.



...4/-

: 4 :

Resolution No. 7: Ordinary Resolution: Appointment of Ms. Vishakha R.M. as an Independent Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	48	70730015	100.00	3	3	0.00	0	0
Ballot	5	83	100.00	0	0	0.00	0	0
Combined	53	70730098	100.00	3	3	0.00	0	0

Since the combined number of votes cast in favour of the resolution is more than the number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 8: Special Resolution: Approval of annual remuneration exceeding Rs. 5.00 crores or 2.5% of the net profits, whichever is higher to Ms. Harshbeena Zaveri, Vice Chairman & Managing Director.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	38	64369455	99.47	11	343603	0.53	2	6016960
Ballot	5	83	100.00	0	0	0.00	0	0
Combined	43	64369538	99.47	11	343603	0.53	2	6016960

Since the combined number of votes cast in favour of the resolution is more than three times the votes cast against the resolution, the said special resolution may be declared passed.

7) Out of 6 ballot papers, 1 ballot paper was rejected on the grounds of signature mismatch (1 case) as reconciled with the records of the Registrar and Transfer Agent.

8) A list of Equity Shareholders, who voted through e-voting and through Ballot is kept ready for handing over to the Company Secretary.

9) Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,


(U.C. SHUKLA)

COMPANY SECRETARY
FCS: 2727/CP: 1654

Date: 10th August, 2019
Place: Mumbai

For NRB Bearings Limited


Shruti Joshi
Company Secretary