

July 27, 2015

The Manager
Corporate Relationship Dept.
BSE Ltd.
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Mumbai 400 001

Dear Sirs,

50th AGM - Compliance of Clause 35A of the Listing Agreement

Scrip Code/Symbol: 530367 /NRB BEARINGS

We wish to inform you that the 50th Annual General Meeting (AGM) of the members of NRB Bearings Ltd. was held on Friday, the 24th July, 2015 at 11.00 a.m. at M.C.Ghia Hall, K Dubash Marg, Mumbai 400 001. All the items of business as mentioned in the Notice convening the said AGM have been transacted and the relevant resolutions have been passed by the members present at the AGM based on the reports generated from the E-voting system provided by the CDSL and votes cast on poll.

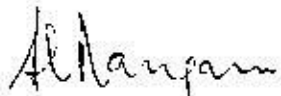
In compliance with the requirements under Clause 35A of the Listing Agreement with the Stock Exchange, we are enclosing the details in the prescribed form.

Please acknowledge receipt.

Thanking you,

Yours faithfully,

For NRB BEARINGS LTD



S C RANGANI
EXECUTIVE DIRECTOR & COMPANY SECRETARY

Encl: as above

Listing Department, Corporate Services
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No.C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 0051 Fax: 26598237/38

1	Date of the AGM	Friday, 24 th July 2015						
2	Total number of shareholders on record date	11137						
3	No. of shareholders present in the meeting either in person or through proxy --- Promoter Group --- Public	10 102						
4	No. of shareholders attended the meeting through video conferencing -- Promoter Group -- Public	Not Applicable						
5	(Agendawise) Agenda No.1 Details of the Agenda Resolution required Mode of voting	Ordinary Business Adoption of audited Accounts and Reports for the year 2014-15. To consider and adopt the audited Financial Statements of the Company as on 31st March, 2015 and the Report of the Board of Directors and the Auditors' Report thereon. Ordinary Resolution Poll/E-voting						
	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	2	$3 = [2/1] * 100$	4	5	$6 = [4/2] * 100$	$7 = [5/2] * 100$
	Promoter and promoter group	55393215	53586215	96.74	53586215	0	100.00	0.00
	Public- Institutional holders	29628911	24599040	83.02	24599040	0	100.00	0.00
	Public- others	11900474	34662	0.29	34652	10	99.97	0.03
	Total	96922600	78219917	80.70	78219907	10	100.00	0.00



Agenda No.2			Declaration of Dividend				
Details of the Agenda:			To declare dividend @Rs.1.50 per share to the shareholders whose name appear in the register of members as on 18 th July,2015				
Resolution required Mode of voting			Ordinary Resolution Poll/E-voting				
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	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and promoter group	55393215	53586215	96.74	53586215	0	100.00	0.00
Public- Institutional holders	29628911	24599040	83.02	24599040	0	100.00	0.00
Public- others	11900474	34662	0.29	34652	10	99.97	0.03
Total	96922600	78219917	80.70	78219907	10	100.00	0.00



Agenda No.3			Re-appointment of the Director retiring by rotation:				
Details of the Agenda:			To appoint a Director in place of Ms. H S Zaveri, who retires by rotation, but being eligible offers herself for re-appointment.				
Resolution required			Ordinary Resolution				
Mode of voting			Poll/E-voting				
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	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and promoter group	55393215	53586215	96.74	53586215	0	100.00	0.00
Public- Institutional holders	29628911	24599040	83.02	24599040	0	100.00	0.00
Public- others	11900474	34662	0.29	34652	10	99.97	0.03
Total	96922600	78219917	80.70	78219907	10	100.00	0.00



Agenda No.4		Appointment of Auditors						
Details of the Agenda:		To appoint/ ratify M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration no. ICAI 117365W) as the Auditors of the Company to hold office until the conclusion of the AGM to be held for the financial year ending 31 st March,2017, subject to annual ratification by the shareholders, on such remuneration plus out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors and the Auditors.						
Resolution required		Ordinary Resolution						
Mode of voting		Poll/E-voting						
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	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$	
Promoter and promoter group	55393215	53586215	96.74	53586215	0	100.00	0.00	
Public- Institutional holders	29628911	24572871	82.94	18219883	6352998	74.15	25.85	
Public- others	11900474	34662	0.29	34652	10	99.97	0.03	
Total	96922600	78193748	80.68	71840750	6352998	91.88	8.12	



Agenda No.5 Details of the Agenda Resolution required Mode of voting				Special Business Appointment of independent director Appointment of Ms.A A Gowaniker as an independent director for a term of five years Ordinary Resolution Poll/E-voting			
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	2	$3 = [2/1] * 100$	4	5	$6 = [4/2] * 100$	$7 = [5/2] * 100$
Promoter and promoter group	55393215	53586215	96.74	53586215	0	100.00	0.00
Public- Institutional holders	29628911	24599040	83.02	24599040	0	100.00	0.00
Public- others	11900474	34662	0.29	34652	10	99.97	0.03
Total	96922600	78219917	80.70	78219907	10	100.00	0.00

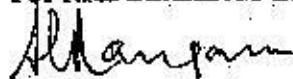


Agenda No.6		Special Business Re-appointment of Whole-time Director					
Details of the Agenda		Re-appointment of Mr.S C Rangani as Whole-time director, designated Executive Director & Company Secretary on terms and conditions as approved with liberty to Board of Directors to alter and vary the terms , including remuneration and tenure of 18 months from July 24,2015.					
Resolution required Mode of voting		Ordinary Resolution Poll/E-voting					
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	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoter and promoter group	55393215	53586215	96.74	53586215	0	100.00	0.00
Public- Institutional holders	29628911	24599040	83.02	24599040	0	100.00	0.00
Public- others	11900474	34662	0.29	34652	10	99.97	0.03
Total	96922600	78219917	80.70	78219907	10	100.00	0.00



Agenda No.7		Special Business Re-appointment of Managing Director & President					
Details of the Agenda		Re-appointment of Ms.H S Zaveri as Managing Director & President, for period of five years with effect from 1 st October, 2015 upon the terms and conditions and stipulations as contained in the draft Agreement to be entered into between the Company and Ms. H S Zaveri.					
Resolution required Mode of voting		Special Resolution Poll/E-voting					
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	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter and promoter group	55393215	53586215	96.74	53586215	0	100.00	0.00
Public- Institutional holders	29628911	24572871	82.94	24572871	0	100.00	0.00
Public- others	11900474	34662	0.29	34652	10	99.97	0.03
Total	96922600	78193748	80.68	78193738	10	100.00	0.00

For NRB BEARINGS LTD



S C RANGANI

EXECUTIVE DIRECTOR & COMPANY SECRETARY

UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

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

Shri T. S. Sahney,
Chairman,
NRB Bearings Ltd.
15, Dhannur, Sir P. M. Road,
Fort,
Mumbai-400001.

Dear Sir,

Sub: Combined Report on e-voting and voting by Poll conducted at the 50th 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 the Listing Agreement, 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 the 50th 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 50th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of poll.
- 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 Poll at the 50th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Poll carried out for the resolutions proposed to be passed at the 50th AGM of the Shareholders of the Company, held on Friday, the 24th July, 2015.
- 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 Poll, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 50th AGM of the Company.



..2/-

- 6) Based on the reports generated from the e-voting system provided by the CDSL and also votes cast on poll, I submit the consolidated results of the e-voting and the Poll as under:

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited financial statements of the Company for the financial year ended on March 31, 2015 and reports of the Board of Directors of the Company and the 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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares / votes
E-voting	31	6,69,61,007	100.00	0	0	0.00	-	-
Poll	63	1,12,58,730	100.00	1	10	0.00*	-	-
Combined	94	7,82,19,737	100.00	1	10	0.00*	-	-

*10 shares represent negligible votes, and hence percentage is shown as 0%.

Resolution No. 2: Ordinary Resolution: To declare dividend for the year 31st March, 2015.

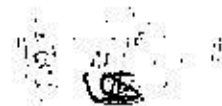
	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	31	6,69,61,007	100.00	0	0	0.00	-	-
Poll	63	1,12,58,730	100.00	1	10	0.00*	-	-
Combined	94	7,82,19,737	100.00	1	10	0.00*	-	-

*10 shares represent negligible votes, and hence percentage is shown as 0%.

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Ms. H S Zaveri (DIN 00003948) 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 Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	31	6,69,61,007	100.00	0	0	0.00	-	-
Poll	63	1,12,58,730	100.00	1	10	0.00*	-	-
Combined	94	7,82,19,737	100.00	1	10	0.00*	-	-

*10 shares represent negligible votes, and hence percentage is shown as 0%.



Resolution No. 4: Ordinary Resolution: To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, (Registration no. 117365W) as an Auditors of the Company till the conclusion of the Annual General Meeting to be held for the financial year ending 31st March, 2017.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares/votes
E-voting	30	6,69,34,838	100.00	0	0	0.00	1	26,169
Poll	62	49,05,742	43.57	2	63,52,998	56.43	-	-
Combined	92	7,18,40,580	91.87	2	63,52,998	8.13	1	26,169

Resolution No. 5: Ordinary Resolution: To appoint Ms. A. A. Gowarikar as an Independent Director for a term of five years w.e.f from 5th September, 2014.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares/votes
E-voting	31	6,69,61,007	100.00	0	0	0.00	-	-
Poll	63	1,12,58,730	100.00	1	10	0.00*	-	-
Combined	94	7,82,19,737	100.00	1	10	0.00*	-	-

*10 shares represent negligible votes, and hence percentage is shown as 0%.

Resolution No. 6: Ordinary Resolution: To re-appoint Mr. Satish Rangani as Whole-time Director for another period of 18 months from 24th July, 2015.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response received	No. of votes cast	% of votes cast	No. of Ballot/Response	No. of shares/votes
E-voting	31	6,69,61,007	100.00	0	0	0.00	-	-
Poll	63	1,12,58,730	100.00	1	10	0.00*	-	-
Combined	94	7,82,19,737	100.00	1	10	0.00*	-	-

*10 shares represent negligible votes, and hence percentage is shown as 0%.

Resolution No. 7: Special Resolution: To re-appoint of Ms. H. S. Zaveri, Managing Director & President for a further period of five years 1.10.2015 to 30.09.2020.

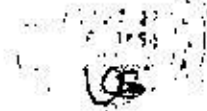
	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ votes
E-voting	30	6,69,34,838	100.00	0	0	0.00	1	26,169
Poll	63	1,12,58,730	100.00	1	10	0.00*	-	-
Combined	93	7,81,93,568	100.00	1	10	0.00*	1	26,169

*10 shares represent negligible votes, and hence percentage is shown as 0%.

- 7) Out of 70, 3 ballot papers were rejected on the basis of wrong client ID mentioned by the members / incomplete information as reconciled with the records of Registrar and Transfer Agent.
- 8) A Compact Disc (CD) containing a list of Equity Shareholders, who voted 'For', 'Against' through e-voting and those whose votes were declared invalid for each resolution and data of polling is kept ready for handing over to the Company Secretary.
- 9) Poll 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: 1634

Date: 25/07/2015

Place: Mumbai