

April 19, 2011

Bombay Stock Exchange Ltd
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P.J Towers, Dalal Street
Mumbai 400 001

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Code No. 530367

Dear Sir,

At the board meeting held on Tuesday 19th April, 2011 the Board has inter-alia, reviewed the Business plan for FY 2011-12 and taken on record details of directors interest in other companies, affirmation of code of conduct and eligibility under section 274(1)(g) for all directors.

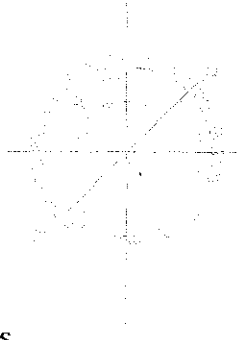
The Board further considered and approved the **Scheme of Arrangement under Section 391 to 394 read with Sections 100 – 103 and other applicable provisions of the Companies Act, 1956 between Trilochan Sahney Finance and Holdings Private Limited ('TSFHPL') and NRB Bearings Limited ('NRB' or 'the Company') and their respective shareholders and creditors ('the scheme') under section 391 to 394.**

Currently, Trilochan Investments Company Private Limited ('TICPL'), Devinder Investments Company Private Limited ('DICPL'), and Hanwantbir Investment Company Private Limited ('HICPL') collectively hold 3,77,55,640 Equity Shares of NRB which constitutes 38.95% of the equity shareholding of NRB.

TICPL, DICPL and HICPL are being merged with TSFHPL. Pursuant to the merger, the holdings in NRB held by TICPL, DICPL and HICPL shall get transferred to TSFHPL. TSFHPL does not hold any other assets or liabilities other than investment in NRB.

The current Scheme envisages merger of TSFHPL into NRB. Pursuant to the merger 3,77,55,640 equity shares held by TSFHPL in the equity share capital of NRB shall stand cancelled, the share capital of NRB shall stand reduced to the extent of face value of equity shares held by TSFHPL in NRB. Simultaneously, equivalent number of equity shares (3,77,55,640 equity shares) of NRB to be issued to the equity shareholders of TSFHPL.

There would be no change in the promoter and public equity shareholding of NRB. The promoters as well as the public will continue to hold the same percentage of equity shares in NRB, pre and post the merger of TSFHPL into NRB.



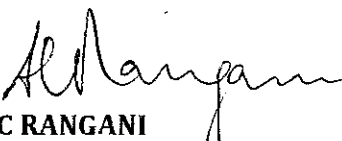
The entire cost of the Scheme would be borne by the promoters / promoter companies.

The Scheme is subject to requisite consent, approval of the requisite majority of the shareholders, lenders and creditors of the companies, the Hon'ble High Court of Judicature at Bombay, the permission or approval of any other statutory or regulatory authorities, which by law may be necessary for the implementation of the Scheme.

Kindly, take the above on record.

Yours faithfully,

For NRB BEARINGS LIMITED


S C RANGANI
SR. V P & COMPANY SECRETARY

cc: Mr.Hari K -Asst.Vice President- Listing Department
National Stock Exchange of India Ltd
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