

July 3, 2015

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

Dear Sirs,

Compliance of Clause 35A of the Listing Agreement

Scrip Code/Symbol: 530367/NRB BEARINGS

**Sub: Postal ballot for special resolution for issue of unsecured redeemable NCDs on
Private placement**

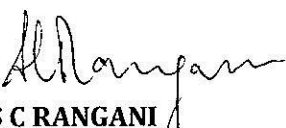
We wish to inform you that the members of NRB Bearings Ltd. Have passed the special resolution by way of postal ballot under section 110 of the Companies Act, 2013.

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,

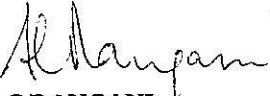
Yours faithfully,
For NRB BEARINGS LTD


S C RANGANI
EXECUTIVE DIRECTOR & COMPANY SECRETARY

Encl: as above

1	Date of declaration of result of postal ballot	Friday, 3 rd July, 2015						
2	Total number of shareholders on cut-off date	10864						
3	No. of shareholders present in the meeting either in person or through proxy --- Promoter Group --- Public	N.A						
4	No. of shareholders attended the meeting through video conferencing -- Promoter Group -- Public	N.A						
5	Details of the Resolution	issue of unsecured redeemable NCDs on Private placement						
	Resolution required Mode of voting	Special Resolution Postal Ballot/E-voting						
	Promoter/ Public	No. of shares held as on cut off dt 22.5.2015	No. of votes casted	% of Votes casted on outstanding shares	No. of votes-in favour	No of votes- against	% of votes in favour on votes casted	% of votes against on votes casted
		1	2	$3 = [2/1] * 100$	4	5	$6 = [4/2] * 100$	$7 = [5/2] * 100$
	Promoter and promoter group	55959522	53938709	96.39	53938709	0	100	0
	Public- Institutional holders	25396768	16723866	65.85	16723866	0	100	0
	Public- others	15566310	73454	0.47	70319	0	95.73	0
	Total	96922600	70736029	72.98	70732894	0	99.99	0

Yours truly,
For NRB BEARINGS LTD


S C RANGANI
EXECUTIVE DIRECTOR & COMPANY SECRETARY

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
2nd July, 2015

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

Dear Sir,

Sub: Report on passing of a Special Resolution by Postal Ballot

I am appointed as Scrutinizer by the Board of Directors of NRB Bearings Limited for conducting the process of postal ballot in a fair and transparent manner for passing the following resolution as a 'Special Resolution' as contemplated under section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with the Companies Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules'):

- **"Special Resolution under section 42 and 71 of the Companies Act, 2013 for issue of Unsecured Redeemable Non-Convertible Debentures (NCD's) on private placement basis, upto an amount of Rs. 50 Crores (Rupees Fifty Crores only)."**

Ballot papers were dispatched along with notice pursuant to Section 110 of the Act along with draft of Special Resolution and explanatory statement as required under Section 102 of the Act to those members of the Company, whose names appeared in the Register of Members and names of Beneficial Holders as provided by Depositories NSDL/CDSL as on 22/05/2015.

CDSL was appointed to conduct e-voting through their online e-voting system. Accordingly, Postal Ballot papers were emailed to those Shareholders holding valid email Id by RTA. The mails were Password Protected as per SQTC norms. Other than this, in respect of Shareholders, who have not provided their email-Ids and also Shareholders holding shares in physical form, were sent password physically by RTA for e-voting. The procedure for e-voting was fully covered in the communication to Shareholders.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby report as under:

- | | | |
|----|--|-------|
| 1) | (a) Number of ballot paper posted on 28/05/2015 (physical): | 4,187 |
| | (b) Number of ballot papers e-mailed by RTA : | 6,677 |
| | (c) Number of ballot papers returned undelivered by Post : | 243 |
| | (d) Number of e-mails bounced/undelivered as per RTA, :
e-mails were re-sent and also physical postal ballot
papers were sent by post. | 65 |



2)	Date of commencement of voting cycle	:	01/06/2015 (9:00 a.m.)
3)	Last date fixed for receiving ballot papers, duly completed	:	30/06/2015 (5:00 p.m.)
	Last date fixed for voting through e-mail (e-voting)	:	30/06/2015 (5:00 p.m.)
4)	(a) Number of response received (Physical)	:	147
	(b) Number of response received (e-voting)	:	42
	Total	:	189
5)	(a) Number of valid ballot papers received (Physical)	:	134
6)	(a) Number of invalid ballot papers received (physical)	:	13
7)	(a) Number of votes cast "For the Resolution (physical)"	:	1,04,47,151 (134 Ballots)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	6,02,85,743 (42 cases)
	Total Number of votes cast for the Resolution	:	7,07,32,894 (99.99%)
8)	(a) Number of votes cast "Against the Resolution (physical)"	:	0 (0 Ballots)
	(b) Number of votes cast "Against the Resolution (e-voting)":	:	0 (0 cases)
	Total Number of votes cast against the Resolution	:	0(0.00%)
9)	Number of invalid votes	:	3,135
	Number of votes rejected (on the ground of double voting) :	:	0

Ballot forms received after the prescribed last date were not considered.

A summarized statement showing the details of votes cast is annexed and forms part of this report (**Annexure 1**).

Basis of acceptance and also the basis of rejection of votes are provided in **Annexure 2** of this report.

Conclusion –

"Since the number of votes cast by the Members in favor of the resolution are more than three times of the number of votes cast against the Resolution, the proposed Special Resolution may be declared as passed."

Thanking you,

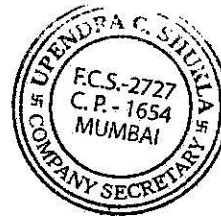


Yours faithfully,


(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Encl: as above.

NRB BEARINGS LIMITED							
POSTAL BALLOT							
SUMMARY REPORT FOR RESOLUTION # 1							
Sr. No.	Particulars	Total Forms	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	134	70.90	10448551	14.77	10447151	14.76
	Assent (E-voting)	42	22.22	60285743	85.22	60285743	85.23
1	SUB TOTAL	176	93.12	70734294	99.99	70732894	99.99
2	Dissent (Physical)	0	0.00	0	0.00	0	0.00
	Dissent (E-voting)	0	0.00	0	0.00	0	0.00
2	SUB TOTAL	0	0.00	0	0.00	0	0.00
3	REJECTION	13	6.88	5158	0.01	3135	0.01
	TOTAL	189	100.00	70739452	100.00	70736029	100.00



NRB Bearings Ltd. Postal Ballot – 2015-16

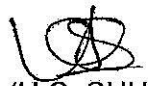
BASIS OF ACCEPANCE

1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on 22/05/2015 which was the basis for dispatch of notice and postal ballot form.
2. Where the assent or dissent has been given clearly by any other mark like 'Yes' 'Y' or 'No' 'N' etc., the postal ballot form has been considered.
3. Where a joint shareholder has signed the postal ballot form instead of the first named shareholder, the vote cast by the joint named shareholders is considered.
4. Where a shareholder has voted for less number of shares than his actual shareholding, the number of shares (votes) indicated/cast were only considered.

BASIS OF REJECTION

1. Where a ballot form is not signed.
2. Where a shareholder has not put any tick mark on either assent or dissent.
3. Where a shareholder has put tick mark on both columns showing "assent" and "dissent".
4. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
5. In case where a postal ballot form has been signed by the authorized signatory/power of attorney holder and certified true copy of Board Resolution/power of attorney/letter of authority not received.
6. Where a postal ballot form received in a torn or mutilated form where it is difficult to state whether it is showing "Assent" or "Dissent".
7. Where the thumb impression has been put in postal ballot form, which is not attested by other person / authority.




(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654