

August 20, 2024

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 Postal Ballot and Scrutinizer's Report

Dear Sir/Madam,

With reference to our letter dated July 17, 2024, we hereby inform that the following Special Resolutions as set out in the Postal Ballot Notice dated July 9, 2024, has been passed with requisite majority:

- i. Special Resolution for the appointment of Ms. Bapsy Dastur (DIN: 09623277), as an Independent Director of the Company.
- ii. Special Resolution for the appointment of Mr. Jayavardhan Dhar Diwan (DIN: 01565319), as an Independent Director of the Company.

Pursuant to Regulation 44(3) of the Listing Regulations, section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we enclose herewith the following:

1. Disclosure of the voting results of the business transacted by way of Postal Ballot including e-voting, as required under Regulation 44(3) of the SEBI Listing Regulations.
2. Combined report of the Scrutinizer, Mr. Upendra C Shukla, dated August 20, 2024 on Postal Ballot and e-voting, 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

Encl : as above

Details of Voting Results

[Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Bapsy Dastur (DIN: 09623277), as an Independent Director of the Company.				
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	49128435	46781425	95.2227	46781425	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		49128435	46781425	95.2227	46781425	0	100.0000
Public-Institutions	E-Voting	30332729	29524431	97.3352	29524431	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		30332729	29524431	97.3352	29524431	0	100.0000
Public- Non Institutions	E-Voting	17461436	292716	1.6764	257661	35055	88.0242	11.9758
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		170	0.0010	170	0	100.0000	0.0000
	Total		17461436	292886	1.6773	257831	35055	88.0312
Total	Total	96922600	76598742	79.0308	76563687	35055	99.9542	0.0458
Whether resolution is Pass or Not.							Yes	



Details of Voting Results

[Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Jayavardhan Dhar Diwan (DIN: 01565319), as an Independent Director of the Company.				
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	49128435	46781425	95.2227	46781425	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		46781425	95.2227	46781425	0	100.0000	0.0000
Public-Institutions	E-Voting	30332729	29524431	97.3352	29381395	143036	99.5155	0.4845
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		29524431	97.3352	29381395	143036	99.5155	0.4845
Public- Non Institutions	E-Voting	17461436	292701	1.6763	257573	35128	87.9987	12.0013
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		170	0.0010	170	0	100.0000	0.0000
	Total		292871	1.6772	257743	35128	88.0056	11.9944
Total	Total	96922600	76598727	79.0308	76420563	178164	99.7674	0.2326
Whether resolution is Pass or Not.							Yes	



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

Dear Sir,

Sub: Report on passing of Resolution by Postal Ballot

I am appointed as a Scrutinizer by NRB Bearings Limited (hereinafter referred to as “the Company”) for conducting the process of postal ballot in a fair and transparent manner for passing resolution as per **Annexure-1** to this report 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’).

The Management is responsible for ensuring compliance under the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 as amended (the ‘Act’) read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended, General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28/09/2020, 39/2020 dated 31st December,2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December,2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December,2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations.

My responsibility as the Scrutinizer is restricted to scrutinize the physical as well as e-voting process in a fair and transparent manner and to prepare a Scrutinizer’s Report on votes cast in favour and against the resolution stated in the postal ballot notice.

The Company dispatched Ballot papers along with notice pursuant to Section 110 of the Act along with draft of 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 / records of Depositories CDSL/NSDL as on 12/07/2024.

The Company has appointed CDSL to conduct e-voting by the shareholders through their online e-voting system. Postal Ballot papers were also emailed to those Shareholders holding valid Email-Ids. The mails were password protected as per STQC norms. Other than this, in respect of Shareholders, who have not provided their Email-Ids and also Shareholders holding shares in physical form were provided with physical ballot forms. 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:

: 2 :

1)	(a) Number of ballot paper posted on 18/07/2024 (physical)	:	1940
	(b) Number of ballot papers e-mailed on 17/07/2024	:	63,596
	(c) Number of ballot papers returned undelivered by Post	:	208
	(d) Number of e-mails bounced/undelivered as per Link Intime email	:	2,574
2)	Date of commencement of voting cycle	:	20/07/2024 (9:00 a.m.)
3)	Last date fixed for voting through e-voting	:	18/08/2024 (5:00 p.m.)
4)	Last date fixed for receiving ballot papers, duly completed	:	18/08/2024 (5:00 p.m.)
5)	(a) Number of response received (Physical)	:	3
	(b) Number of response received (e-voting)	:	488
	Total	:	491
6)	(a) Number of valid ballot papers received (Physical)	:	3
7)	(a) Number of invalid ballot papers received (physical)	:	0
	(b) Number of invalid e-voting	:	1
8)	Resolution 1 (Special Resolution):		
	(a) Number of votes cast "For the Resolution (physical)"	:	170 (3 Ballot)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	7,65,63,517(461 cases)
	Total Number of votes cast for the Resolution	:	7,65,63,687 (99.95%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	--
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	35,055 (26 cases)
	Total Number of votes cast against the Resolution	:	35,055 (0.05%)
	Number of votes abstained for voting (e-voting)	:	35 (1 case)
9)	Resolution 2 (Special Resolution):		
	(a) Number of votes cast "For the Resolution (physical)"	:	170 (3 Ballot)
	(b) Number of votes cast "For the Resolution (e-voting)"	:	7,64,20,393(455 cases)
	Total Number of votes cast for the Resolution	:	7,64,20,563 (99.77%)
	(a) Number of votes cast "Against the Resolution (physical)"	:	--
	(b) Number of votes cast "Against the Resolution (e-voting)"	:	1,78,164 (32 cases)

:3:

	Total Number of votes cast against the Resolution	:	1,78,164 (0.23%)
	Number of votes abstained for voting (e-voting)	:	50 (1 case)
10)	Number of invalid votes	:	--
11)	Number of votes cast by Promoters/Promoter Group not taken into account	:	--
12)	Ballot forms received after the prescribed last date were not considered:		--

A summarized statement showing the details of votes cast is annexed as **Annexure-2** and forms part of this report.

Basis of acceptance and also the basis of rejection of votes are provided in **Annexure-3** of this report.

Conclusion –

(i) For Resolution 1 (Special Resolution): Appointment of Ms. Bapsy Dastur (DIN: 09623277), as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from May 27, 2024.

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

II) For Resolution 2 (Special Resolution): Appointment of Mr. Jayavardhan Dhar Diwan (DIN: 01565319), as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from May 27, 2024.

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

Thanking you,

UDIN: F002727F001001153
Peer Review Certificate No. 1882/2022
Place: Mumbai
Date: 20/08/2024

UPENDRA CHANDRAS HANKAR SHUKLA

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

Item No.1: Appointment of Ms. Bapsy Dastur (DIN: 09623277), as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT Ms. Bapsy Dastur (DIN: 09623277), who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from May 27, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director (Independent) of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Ms. Bapsy Dastur (DIN: 09623277), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and is eligible for appointment be and is hereby appointed as a Non-Executive, Independent Director of the Company, not be liable to retire by rotation, for a term of 5 (five) consecutive years with effect from May 27, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution.”

Item No.2: Appointment of Mr. Jayavardhan Dhar Diwan (DIN: 01565319), as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT Mr. Jayavardhan Dhar Diwan (DIN: 01565319), who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from May 27, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Independent) of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Jayavardhan Dhar Diwan (DIN: 01565319), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and is eligible for appointment be and is hereby appointed as a Non-Executive, Independent Director of the Company, not be liable to retire by rotation, for a term of 5 (five) consecutive years with effect from May 27, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution.”

Details of Voting

NRB BEARINGS LIMITED							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 1							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	3	Negligible	170	Negligible	170	Negligible
	Assent (E-voting)	461	99.95	7,65,63,517	99.95	7,65,63,517	99.95
1	SUB-TOTAL	464	99.95	7,65,63,687	99.95	7,65,63,687	99.95
2	Dissent (Physical)	0	0	0	0	0	0
	Dissent (E-voting)	26	0.05	35,055	0.05	35,055	0.05
2	SUB-TOTAL	26	0.05	35,055	0.05	35,055	0.05
	TOTAL	490	100.00	7,65,98,742	100.00	7,65,98,742	100.00
3	Invalid	0	N.A.	0	N.A.	0	N.A.
4.	Less Voted	0	N.A.	0	N.A.	0	N.A.
5.	Not Voted	1	Negligible	35	Negligible	35	Negligible

Details of Voting

NRB BEARINGS LIMITED							
POSTAL BALLOT							
SUMMARY REPORT OF VOTES CAST ON RESOLUTION NO. 2							
Sr. No.	Particulars	Total Forms/Cases	% of Total	Shares Held	% of Holding	Shares Voted	% of Voted
1	Assent (Physical)	3	Negligible	170	Negligible	170	Negligible
	Assent (E-voting)	455	99.77	7,64,20,393	99.77	7,64,20,393	99.77
1	SUB-TOTAL	458	99.77	7,64,20,563	99.77	7,64,20,563	99.77
2	Dissent (Physical)	0	0	0	0	0	0
	Dissent (E-voting)	32	0.23	1,78,164	0.23	1,78,164	0.23
2	SUB-TOTAL	32	0.23	1,78,164	0.23	1,78,164	0.23
	TOTAL	490	100.00	7,65,98,727	100.00	7,65,98,727	100.00
3	Invalid	0	N.A.	0	N.A.	0	N.A.
4.	Less Voted	0	N.A.	0	N.A.	0	N.A.
5.	Not Voted	1	Negligible	50	Negligible	50	Negligible

NRB Bearings Ltd - Postal Ballot

BASIS OF ACCEPTANCE

1. Where a Postal Ballot form is complete in all respects and its particulars tally with the Register of Members as on 12/07/2024, 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/ her actual shareholding, the numbers of shares (votes) indicated/cast were only considered.

BASIS OF REJECTION

1. Where a ballot form is not signed.
2. Specimen signature of the shareholder differs materially with that of the signature in the ballot form.
3. Where a shareholder has not put any tick mark on either assent or dissent.
4. Where a shareholder has put tick mark on both columns showing “assent” and “dissent”.
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 is not received/not on record.
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 duly attested by the prescribed authority.
8. Where the shareholder has casted vote through e-voting as also through the ballot paper, vote casted through ballot paper was rejected.

UPENDRA
CHANDRASHA
NKAR SHUKLA

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